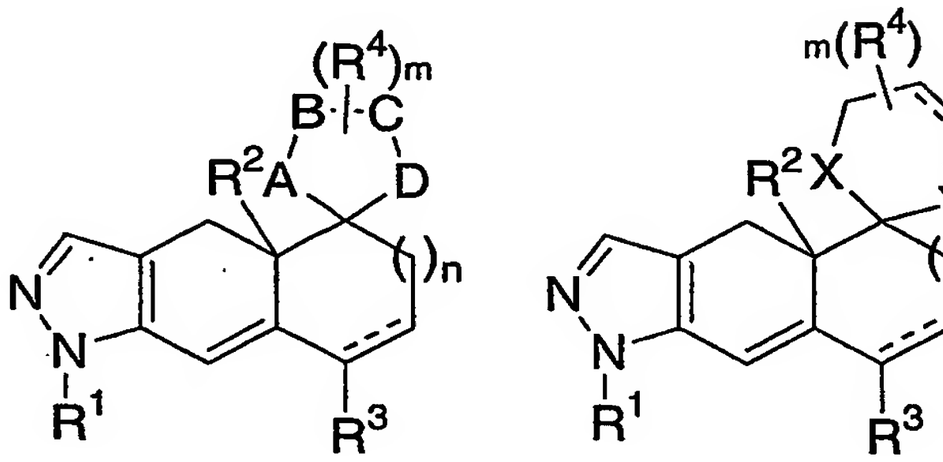
WHAT IS CLAIMED IS:

1. A compound represented by Formula I or Formula II



I II

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

m is 0, 1, 2 or 3,

n is 0, 1 or 2;

–A–B–C–D– is selected from the group consisting of:

(1) –CH_2–CH_2–CH_2–O–,

(2) –CH_2–CH_2–C(O)–O–,

(3) –CH=CH–C(O)–O–,

(4) –O–CH_2–CH_2–CH_2–,

(5) –O–C(O)–CH_2–CH_2–,

(6) –HC=CH–CH_2–O–,

(7) –CH_2–HC=CH–O–,

(8) –CH_2–CH_2–C(O)–NH–,

(9) –CH_2–NH–CH_2–CH_2–,

(10) –CH_2–NH–C(O)–O–,

(11) –NH–C(O)–NH–C(O)–,

(12) –C(O)–NH–C(O)–NH–,

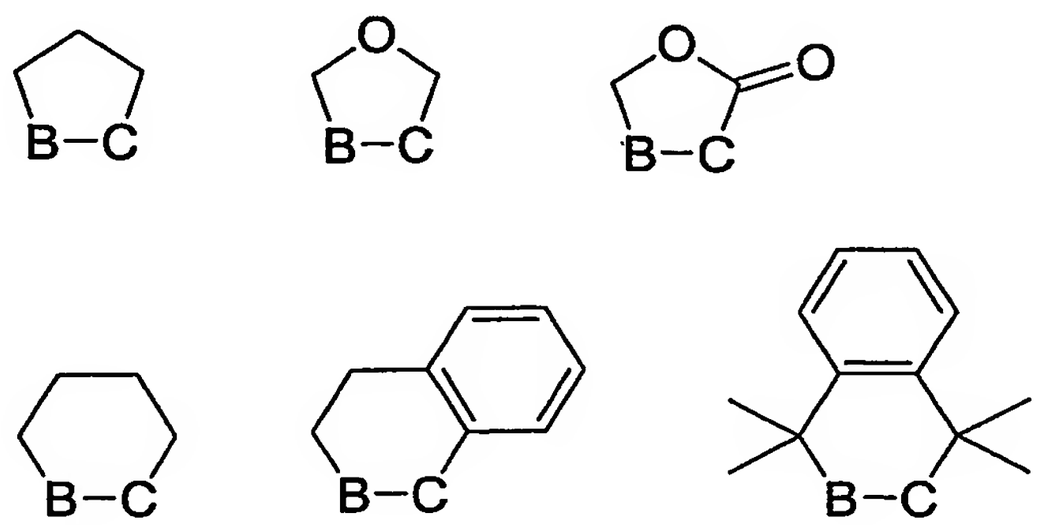
(13) –NH–C(O)–NH–CH_2–,

(14) –NH–C(O)–NH–C(=S)–,

(15) –O–CH_2–CH_2–O–,

(16) –S-CH_2-CH_2-S-;

provided that when the atoms at positions B and C of –A–B–C–D– are both carbon atoms, said atoms may be joined together to form a ring selected from



X and Y are each independently selected from CH_2, S and O;

R^1 is selected from the group consisting of:

(1) C_{1-6}alkyl,

(2) C_{2-6}alkenyl,

(3) C_{2-6}akynyl,

(4) C_{3-6}cycloalkyl,

(5) aryl,

(6) -CH_2-phenyl,

(7) HET,

wherein items (1) to (3) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR^5, and NHR^6, and items (4) to (7) are optionally substituted with from one to three substituents selected from the group consisting of: halo, OR^5, NHR^6, C_{1-3}alkyl, C_{2-6}alkenyl, C_{2-6}akynyl;

R^2 and R^3 are each independently selected from the group consisting of:

(1) hydrogen,

(2) halo,

(3) C_{1-6}alkyl,

(4) C_{2-6}alkenyl,

(5) C_{2-6}akynyl,

(6) OR^7,

(7) NHR^8,

(8) aryl,
(9) -CH_2-phenyl;

R^5, R^6, R^7 and R^8 are each independently selected from the group consisting of:
(1) hydrogen,
(2) methyl;

each R^4 is independently selected from the group consisting of
(1) -OH,
(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,
(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,
(4) C_{2-6}alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,
(5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,
(6) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,
(7) –CO_2H,
(8) –CO_2C_{1-3}alkyl,
(9) –OC_{1-3}alkyl,
(10) -SO_2-C_{1-3}alkyl,
(11) -SO_2-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo
(12) -C_{1-2}alkyl-O-C_{1-2}alkyl,
(13) -C_{1-2}alkyl-O-C_{2-4}alkenyl,
(14) -C_{1-2}alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,
(15) -C_{1-2}alkyl-C(O)O-C_{1-2}alkyl,
(16) 2-(1,3-dioxan)ethyl,
(17) -C_{1-2}alkyl-C(O)-NH-phenyl,
(18) -C_{1-2}alkyl-C(O)-NHN.

2. A compound according to claim 1 wherein m is 0, 1 or 2.

3. A compound according to claim 1 wherein n is 0 or 1.

4. A compound according to claim 1 wherein R^2 and R^3 are each individually hydrogen or methyl.

5. A compound according to claim 1 wherein each R^4 is independently selected from the group consisting of

(1) -OH,

(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, thio, and halo,

(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,

(4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,

(5) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(6) -SO_2-C_{1-3}alkyl, and

(7) -C_{1-2}alkyl-OC_{1-2}alkyl.

6. A compound according to Claim 1 wherein R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,

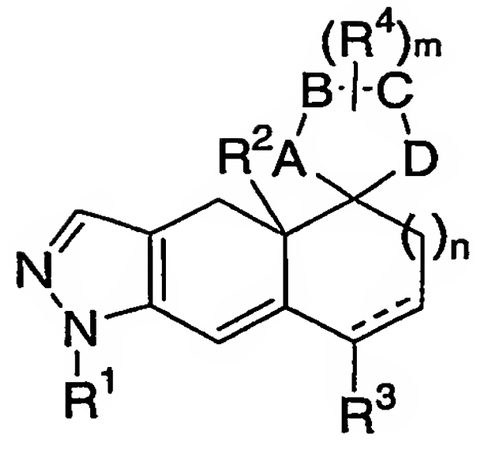
(b) OCH_3,

(d) CH_3,

(e) CN.

7. A compound according to Claim 6 wherein R^1 is phenyl, optionally mono or di-substituted with halo.

8. A compound of Formula I according to claim 1



I

Wherein

m is 0, 1, 2 or 3;

n is 0 or 1;

R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,

(b) OCH_3,

(d) CH_3,

(e) CN; and

R^2 and R^3 are each individually hydrogen or methyl.

9. A compound according to claim 8 wherein

Each R^4 is independently selected from the group consisting of

(1) -OH,

(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, thio, and halo,

(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,

(4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,

(5) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(6) -SO_2-C_{1-3}alkyl, and

(7) -C_{1-2}alkyl-OC_{1-2}alkyl.

10. A compound according to claim 9 wherein

–A–B–C–D– is selected from the group consisting of:

(1) $–CH_2–CH_2–CH_2–O–$,

(2) $–CH=CH– CH_2–O–$,

(3) $– CH_2-CH=CH–O–$,

(4) $–O–CH_2–CH_2–CH_2–$,

(5) $–O–CH_2–CH_2–O–$,

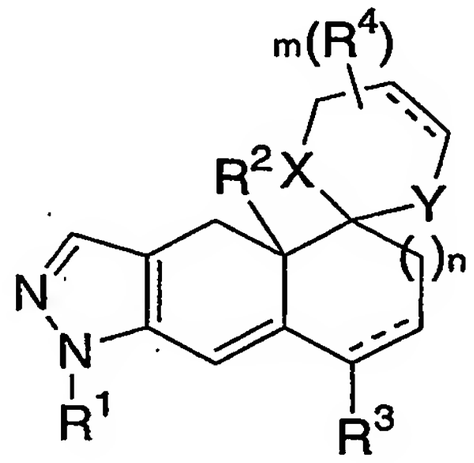
(6) $–S–CH_2–CH_2–S–$,

(7) $–CH_2–NH–CH_2–CH_2–$, and

(8) $–CH_2–NH–C(O)–O–$;

R^1 is phenyl optionally mono or di- substituted with halo.

11. A compound of Formula II according to claim 1



II

Wherein

m is 0, 1 or 2;

n is 0 or 1;

R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,

(b) OCH_3,

(d) CH_3,

(e) CN; and

R^2 and R^3 are each individually hydrogen or methyl.

12. A compound according to claim 11 wherein

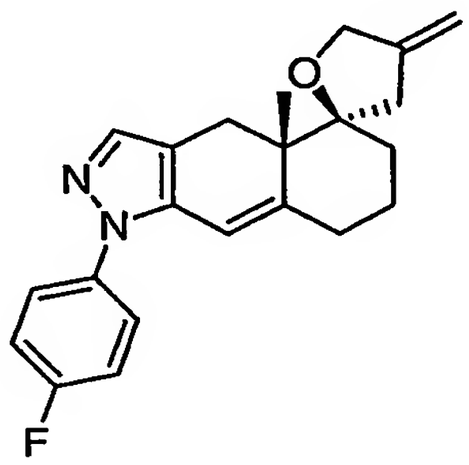
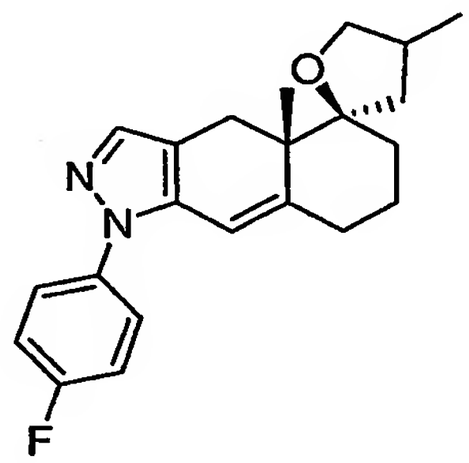
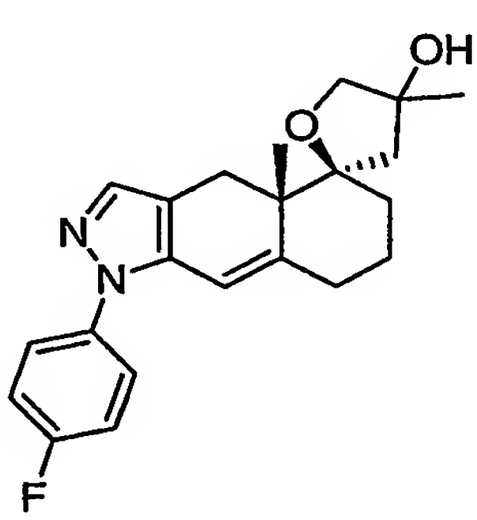
Within this genus, there is a sub-genus of compounds wherein
each R^4 is independently selected from the group consisting of $-C_{1-6}$alkyl or hydrogen.

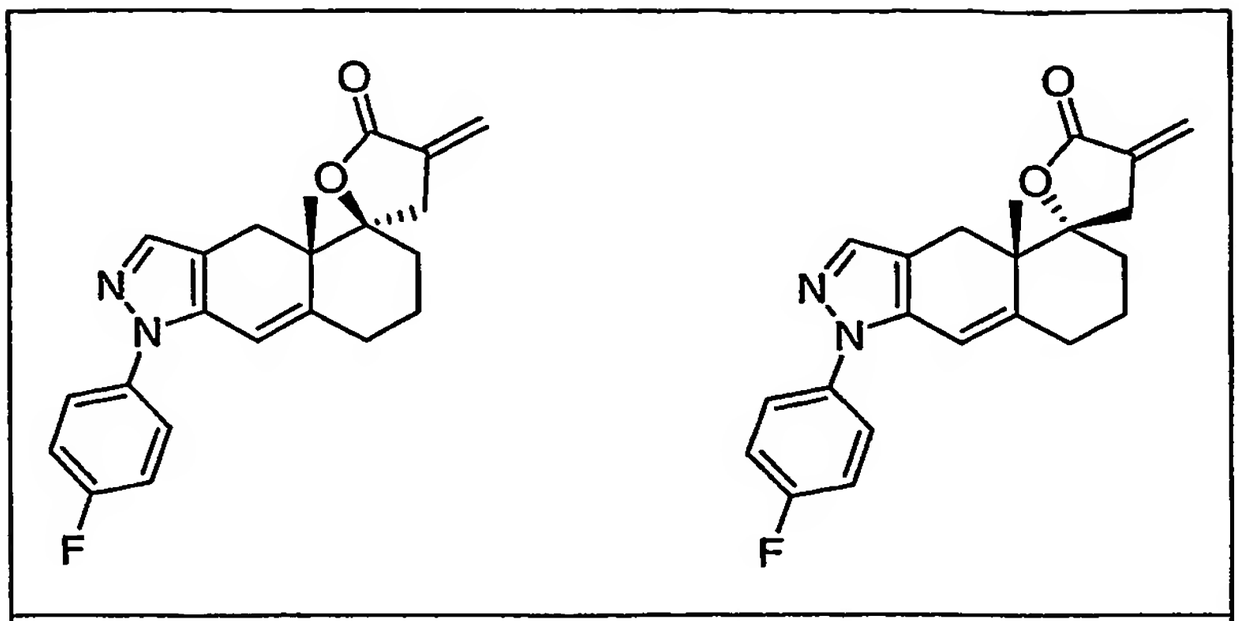
13. A compound according to claim 11 wherein

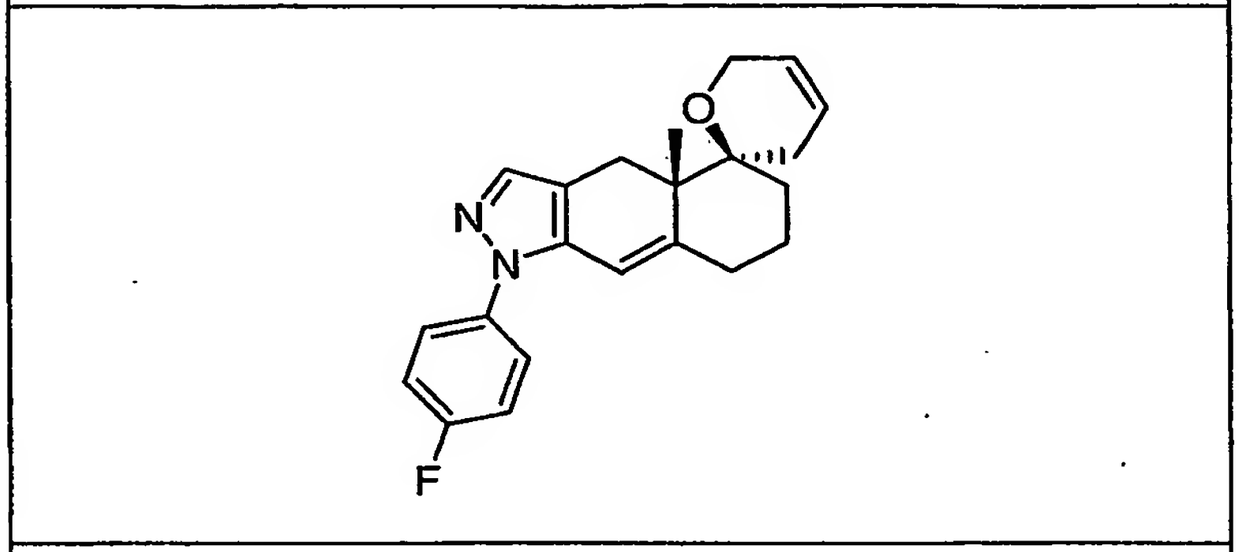
X and Y are both O or are both S or X is O and Y is CH_2;

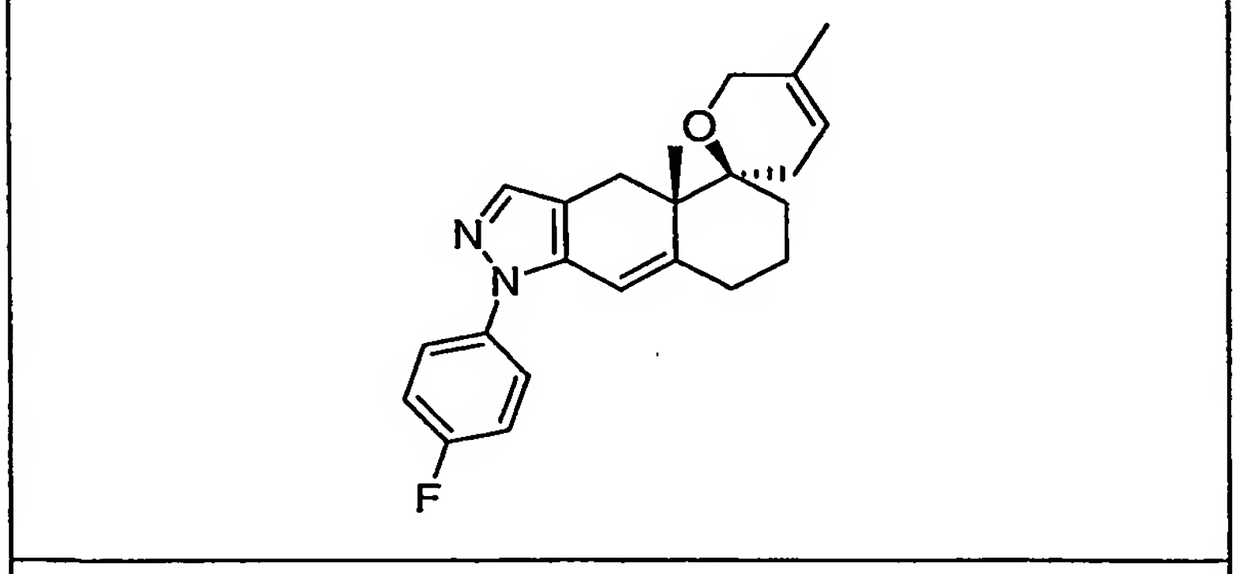
R^1 is phenyl optionally mono or di- substituted with halo.

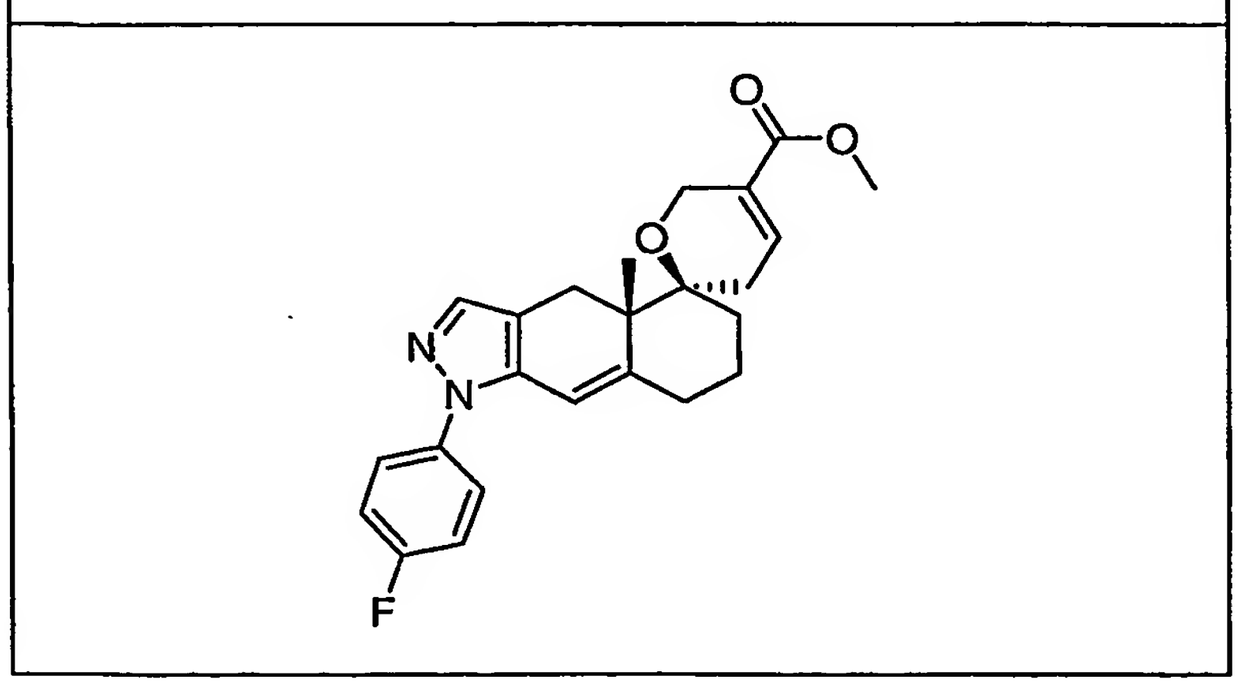
14. A compound according to claim 1 selected from the group consisting of

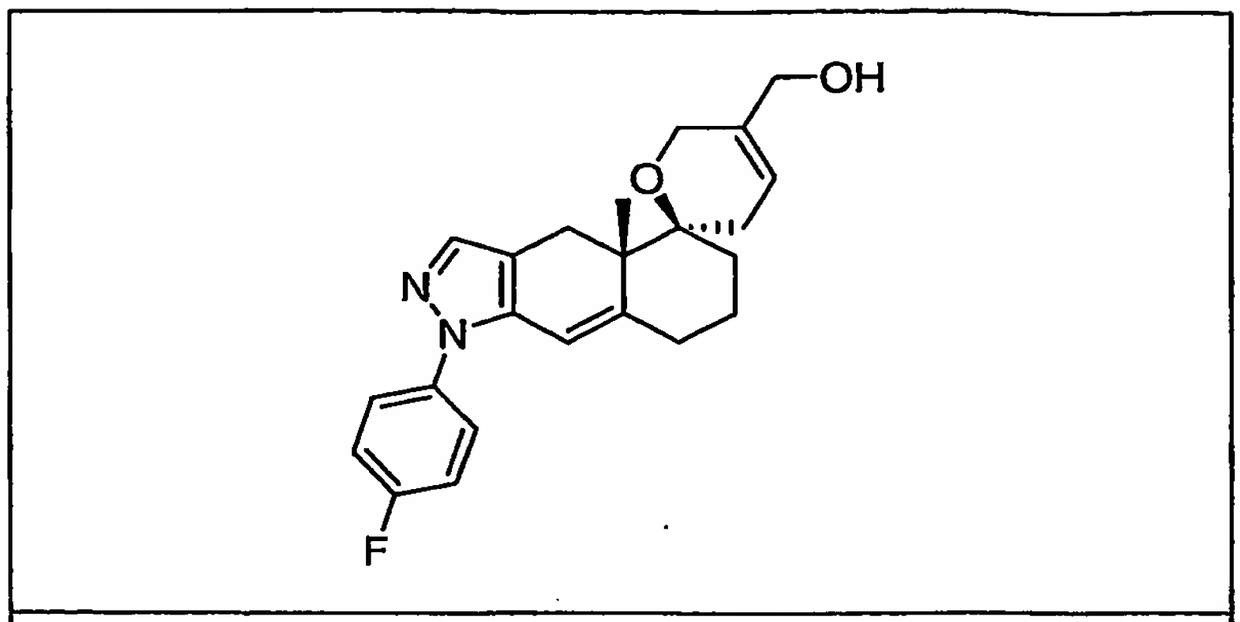




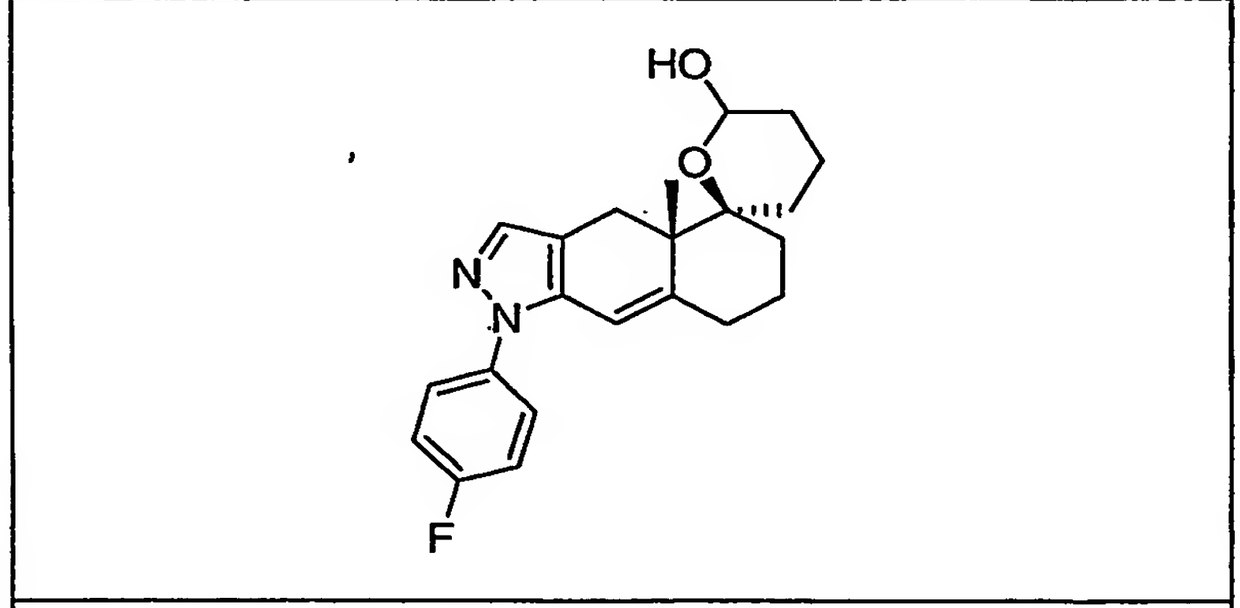


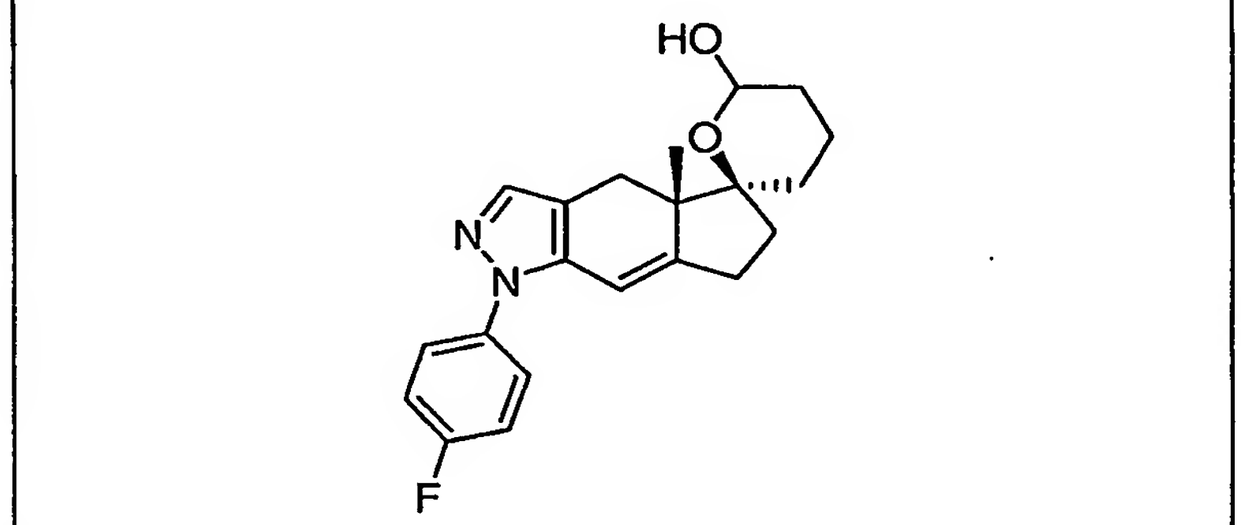


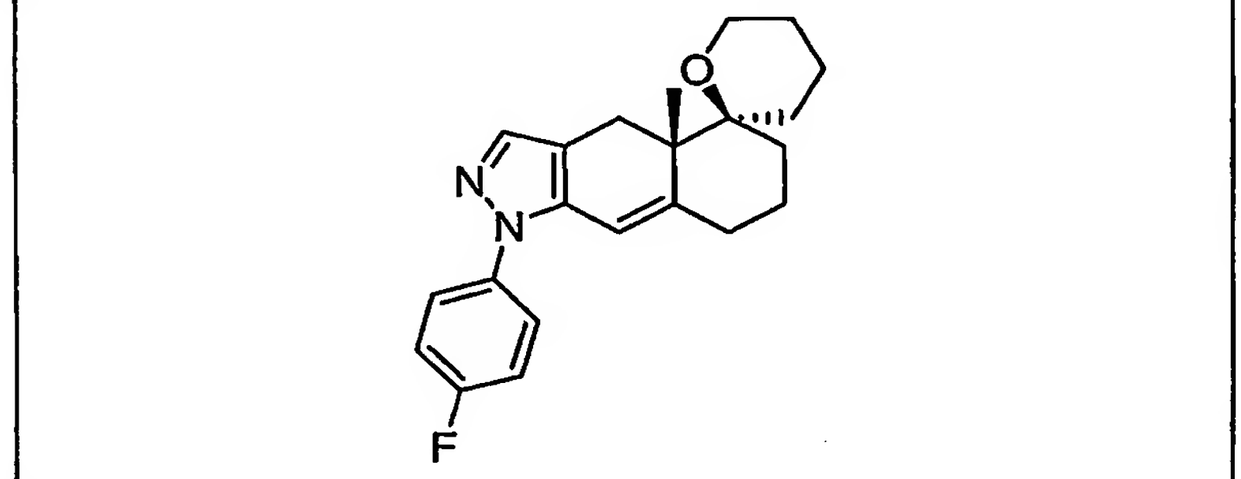


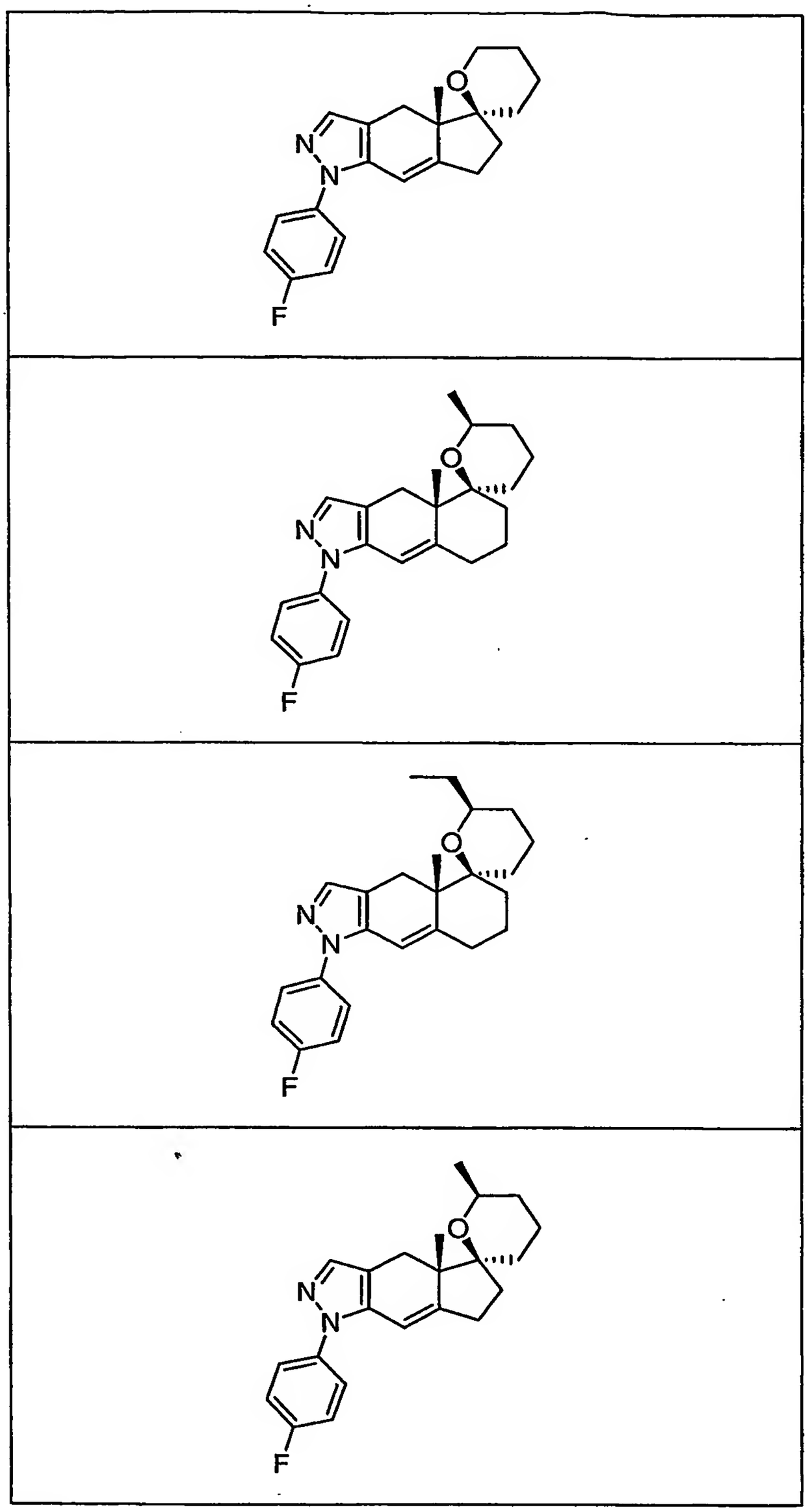


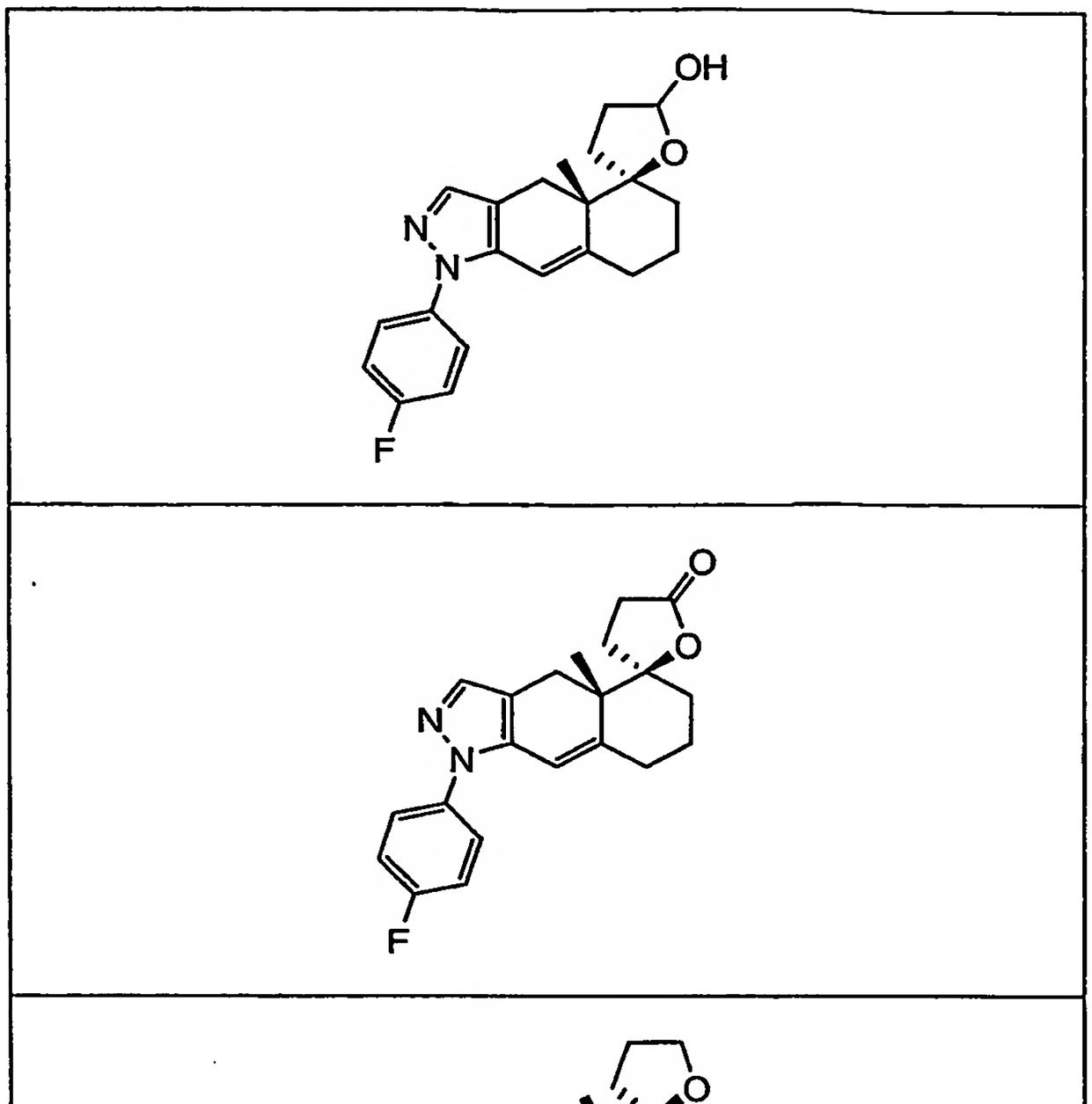


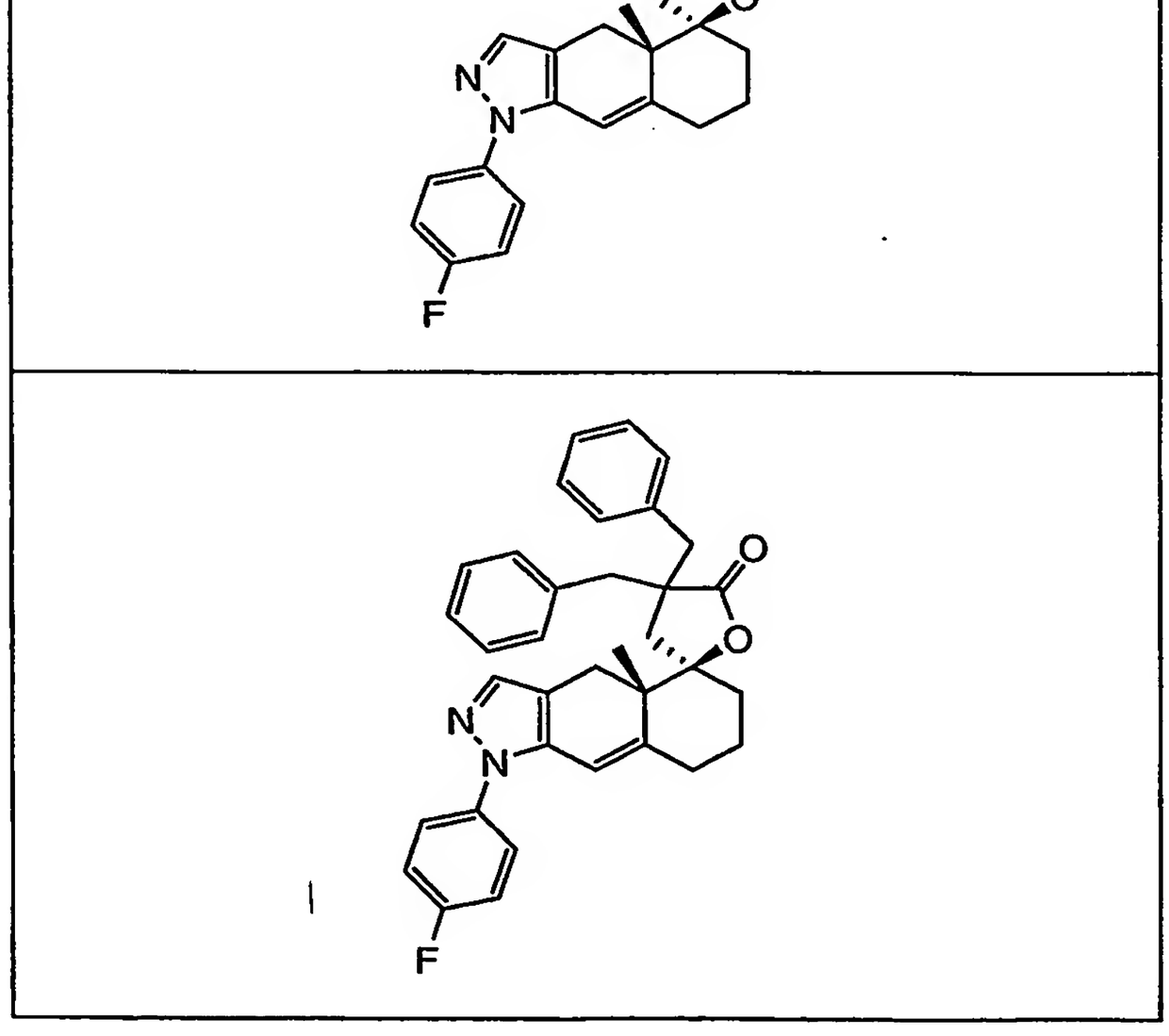


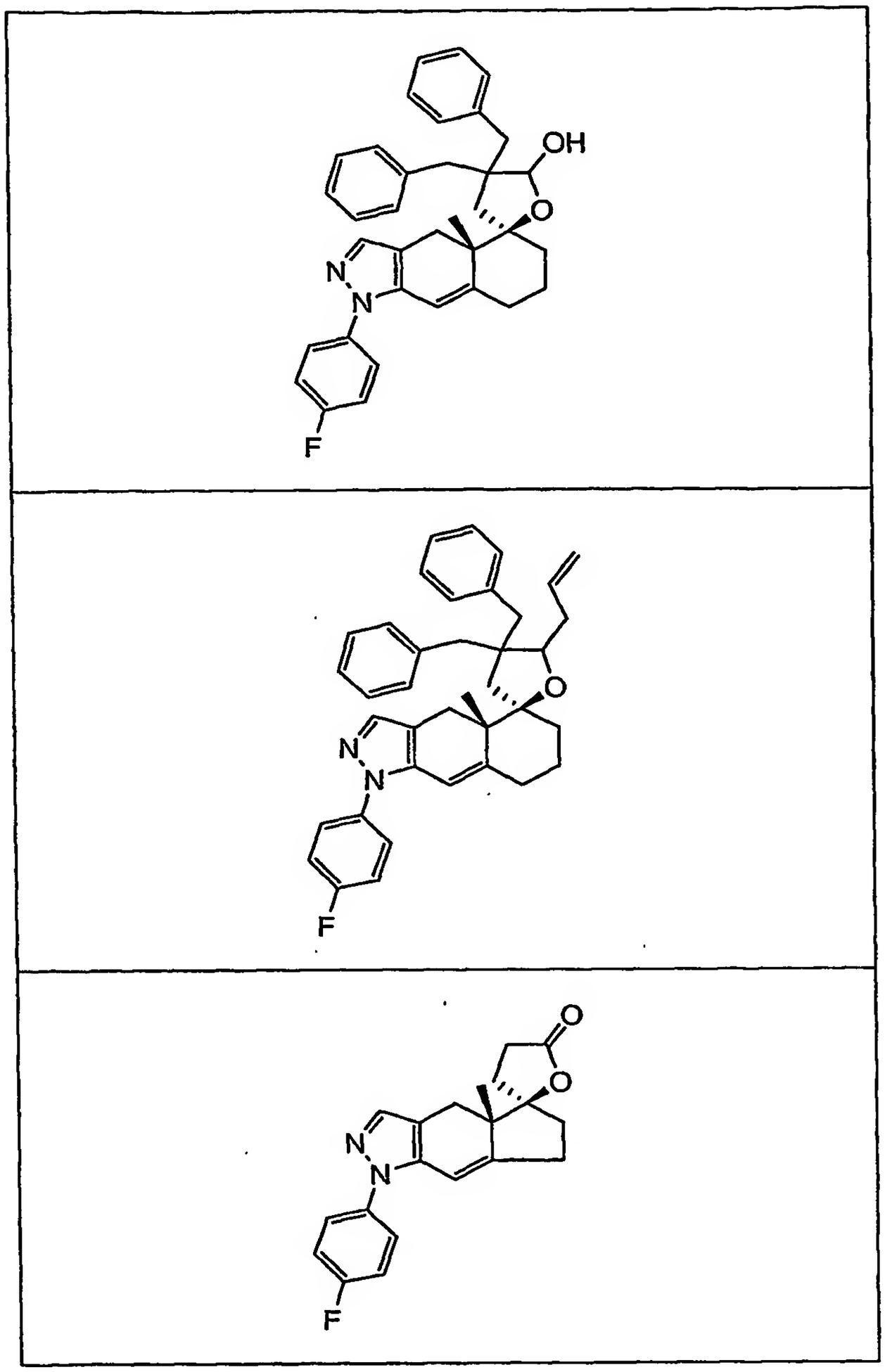


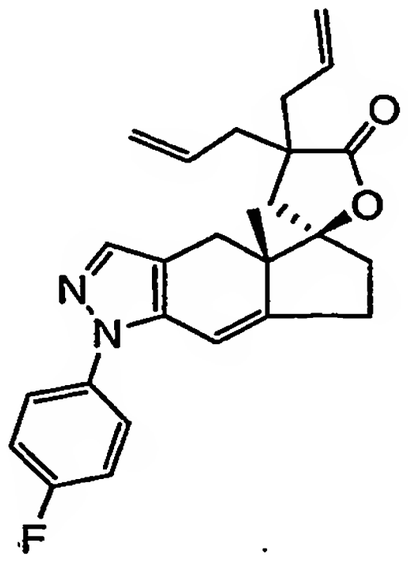
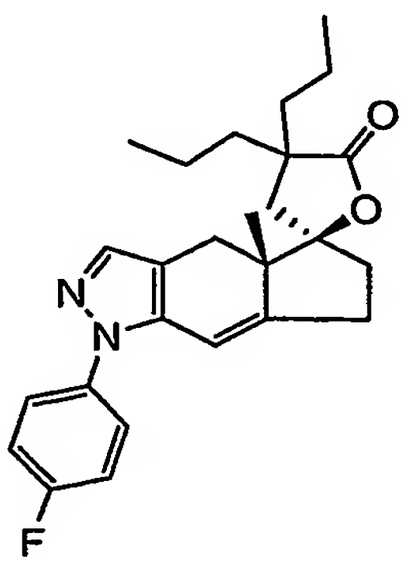
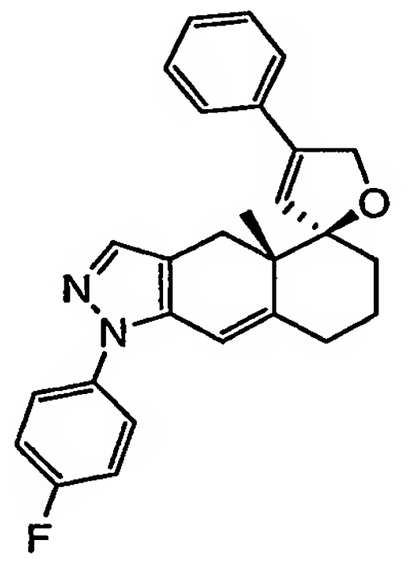


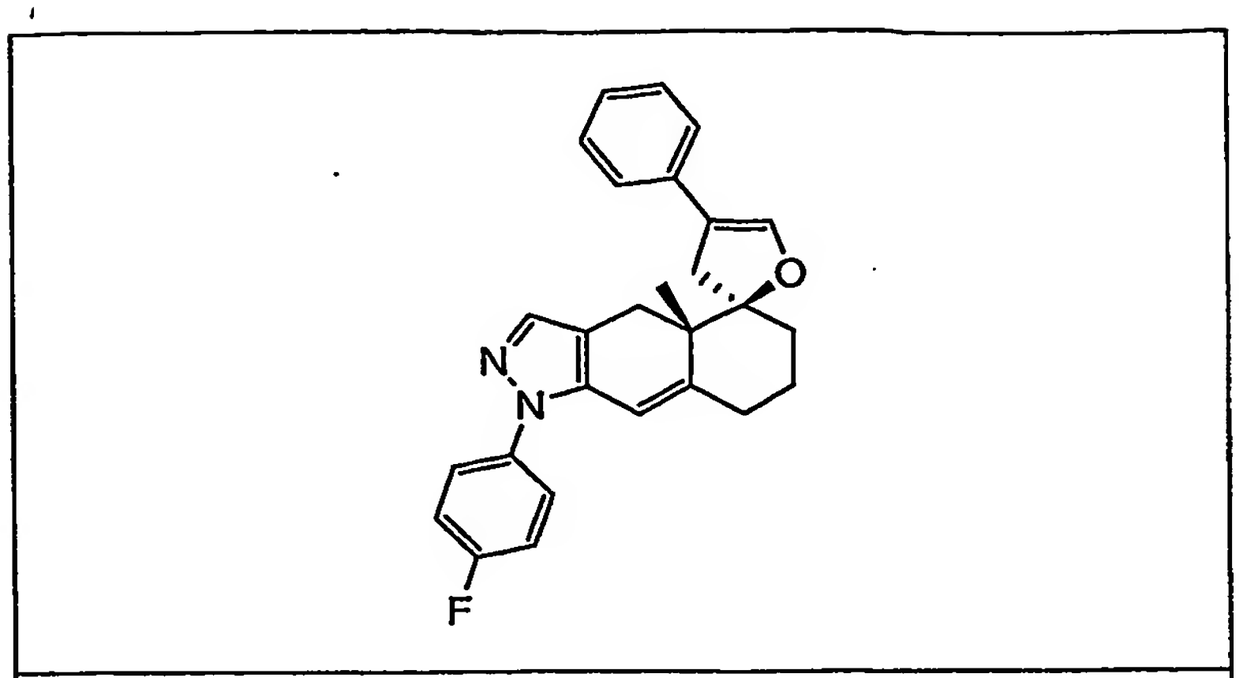


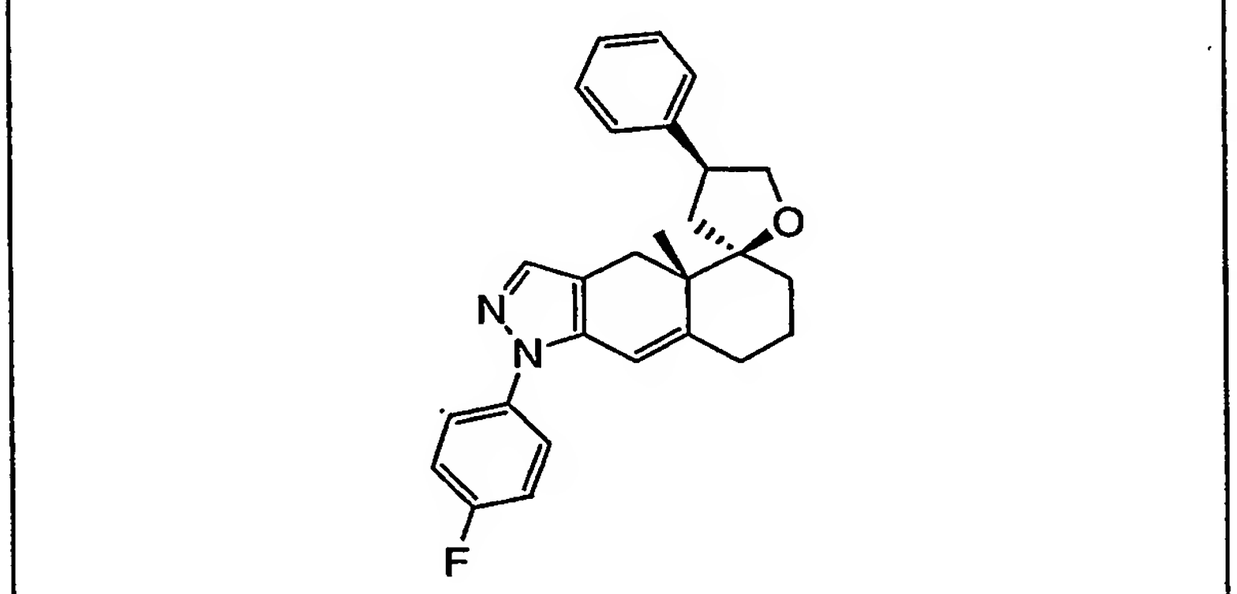


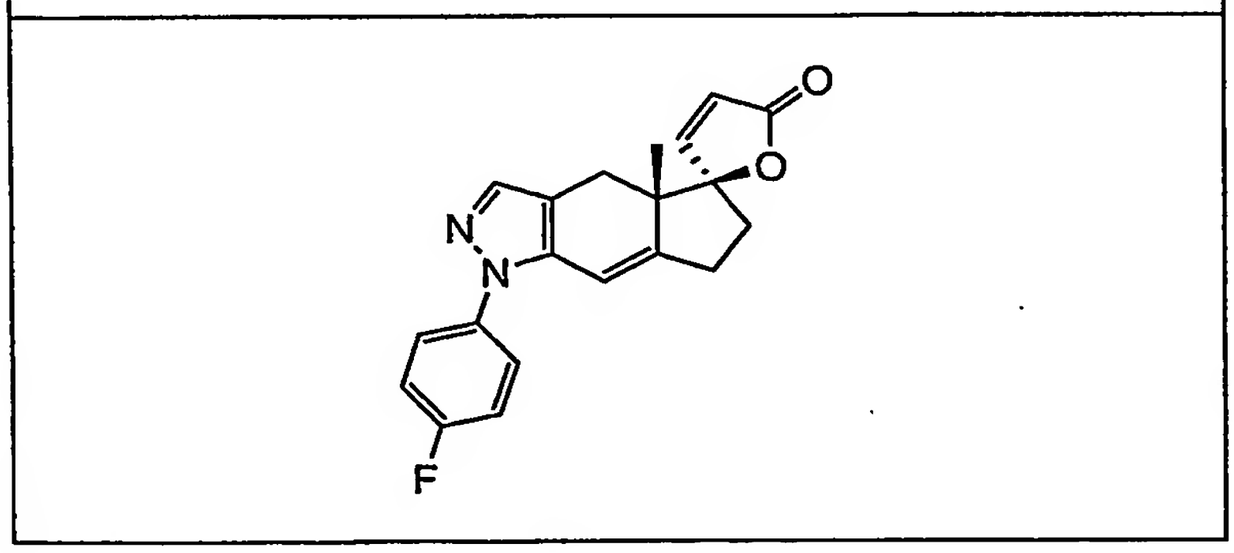




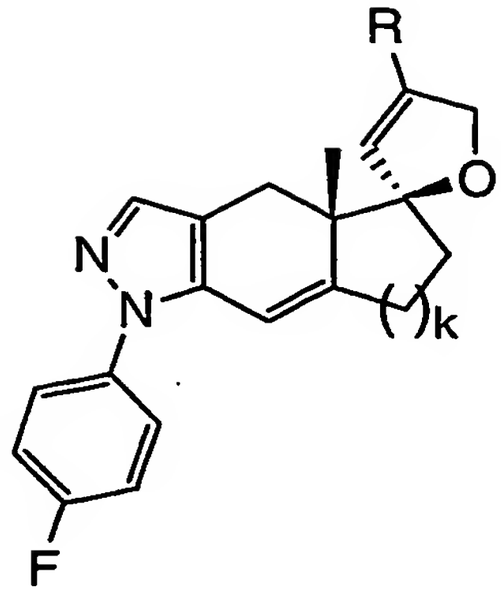








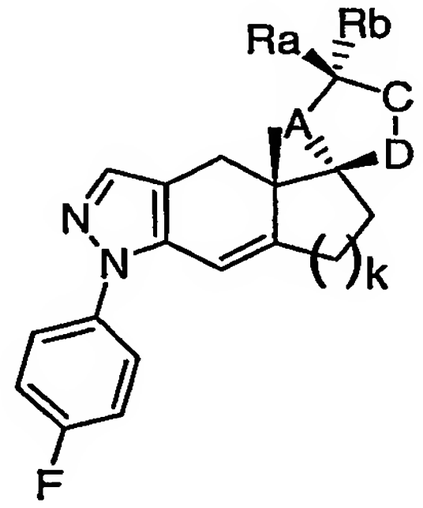


15. A compound according to claim 1 of the formula



k	R
1	Vinyl
1	Phenyl
1	4-fluorophenyl
2	Benzyl
2	Vinyl
2	Ethyl

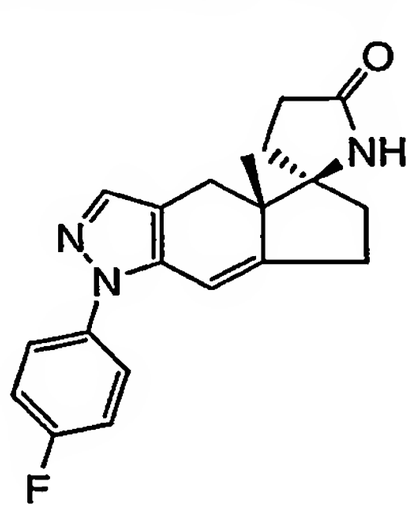
16. A compound according to claim 1 of the formula

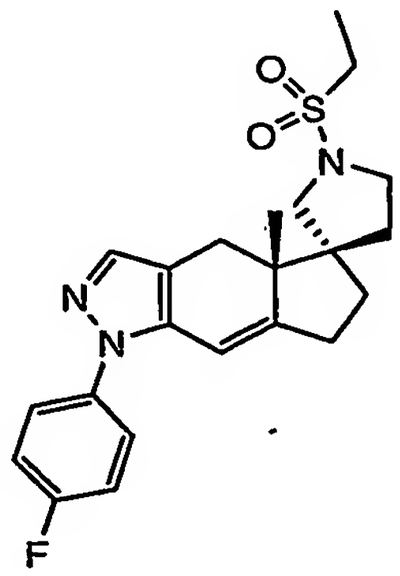


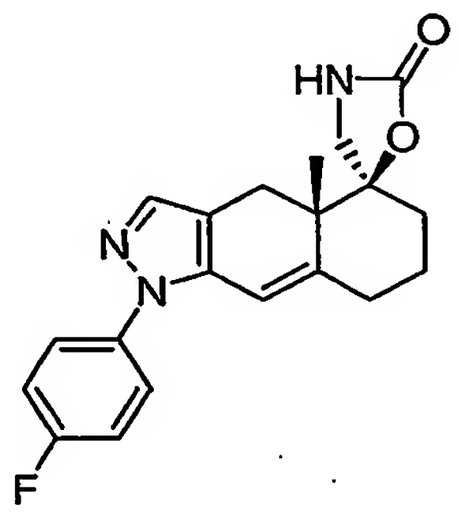
k	D	A	C	Ra	Rb
1	O	CH_2	CH_2	propyl	Propyl

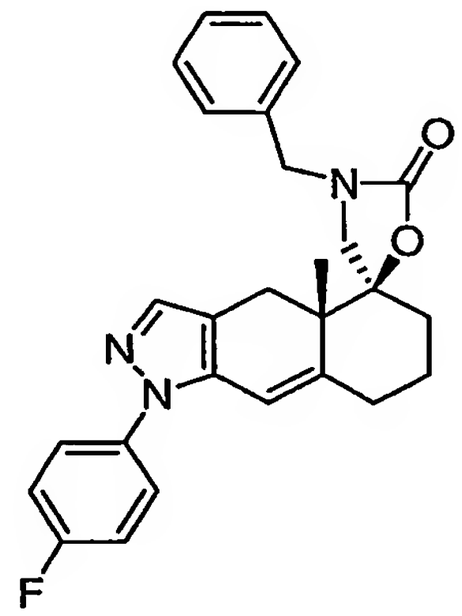
1	O	CH_2	CHOH	propyl	Propyl
1	O	CH_2	CH_2	allyl	Allyl
1	O	CH_2	CHOH	allyl	Allyl
1	O	CH_2	CH_2	methyl	Methyl
1	O	CH_2	CHOH	methyl	Methyl
1	O	CH_2	C(O)	methyl	Methyl
1	O	CH_2	CH_2	H	H
1	O	CH_2	CHOH	H	H
2	CH_2	O	CH_2	ethyl	H
2	CH_2	O	CH_2	H	Ethyl
2	CH_2	O	CH_2	H	Phenyl
2	O	CH_2	CH(allyl)	allyl	Allyl
2	O	CH_2	CH_2	methyl	Methyl
2	O	CH_2	CH_2	benzyl	Benzyl
2	O	CH_2	CH_2	allyl	Allyl
2	O	CH_2	CHOH	methyl	Methyl
2	O	CH_2	CHOH	allyl	Allyl
2	O	CH_2	CH(allyl)	H	H
2	O	CH_2	C(O)	methyl	Methyl
2	O	CH_2	C(O)	allyl	Allyl

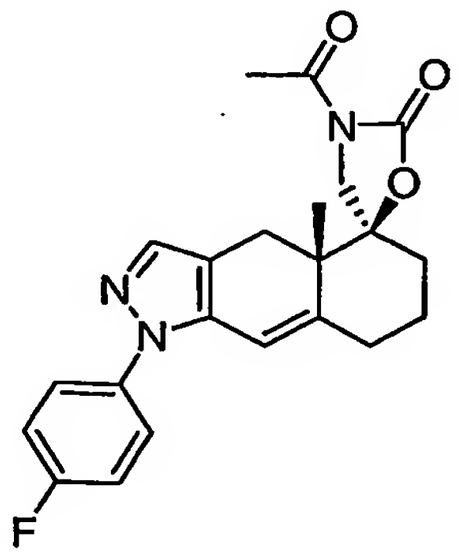
17. A compound according to claim 1 of the formula

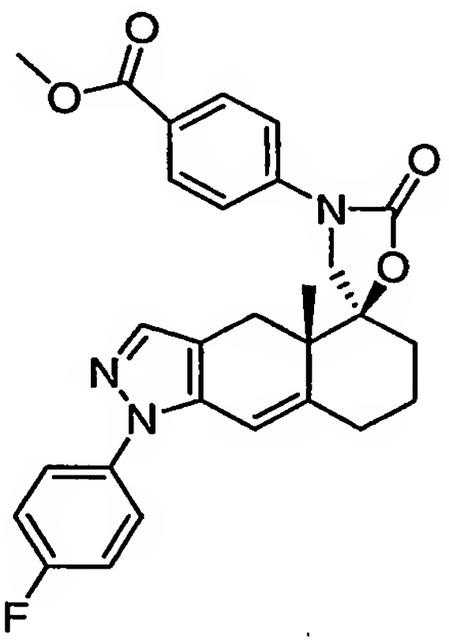


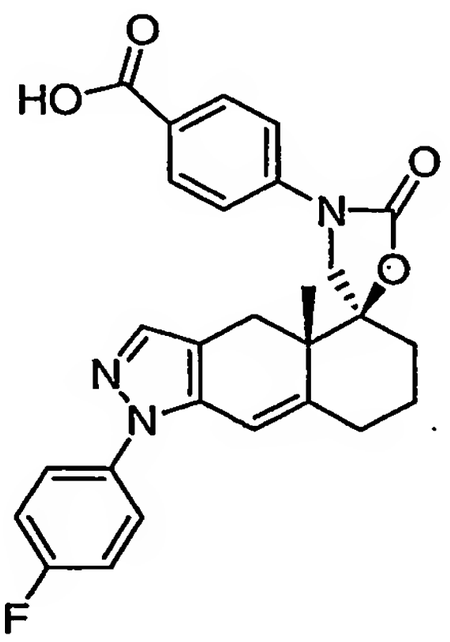


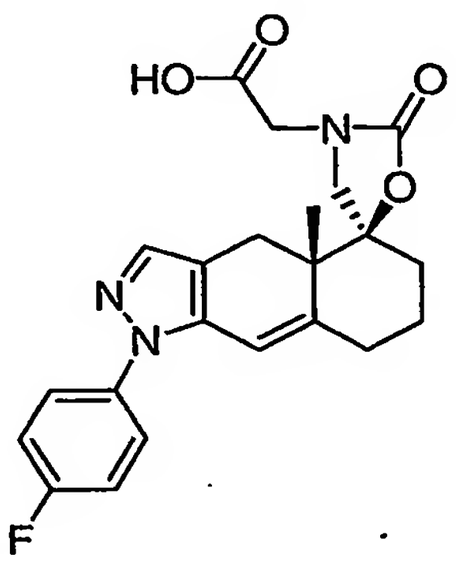


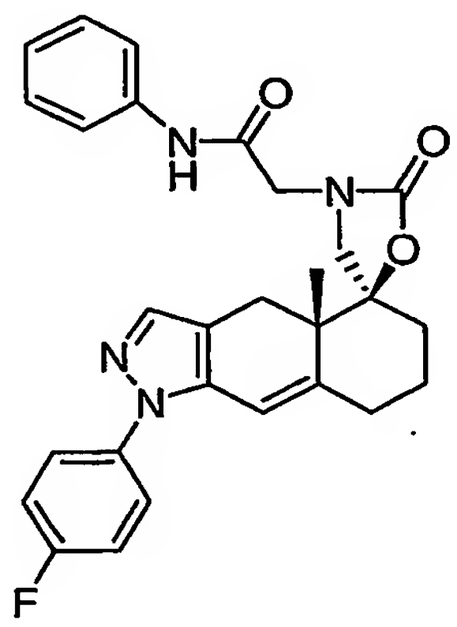


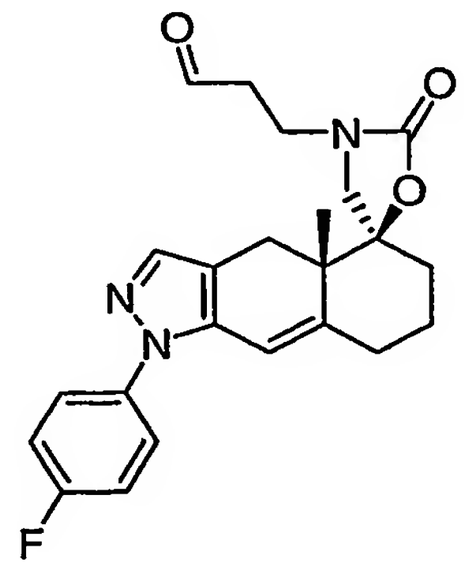


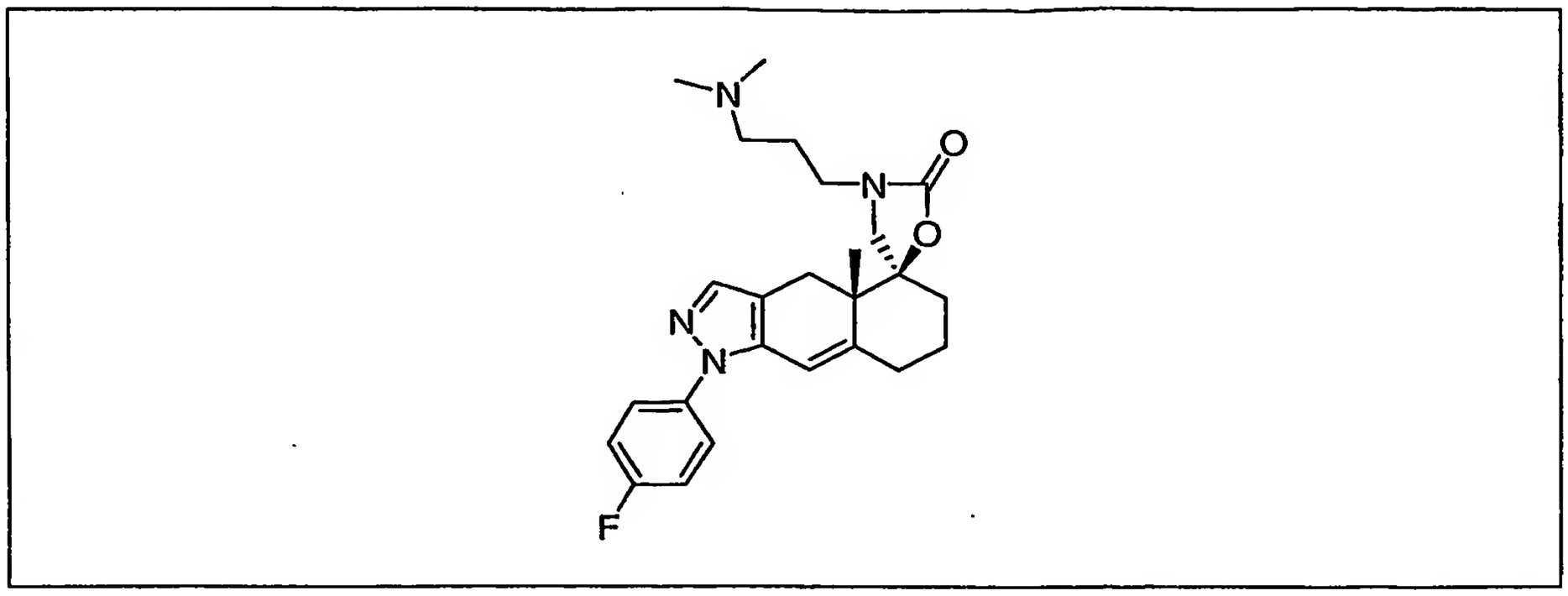


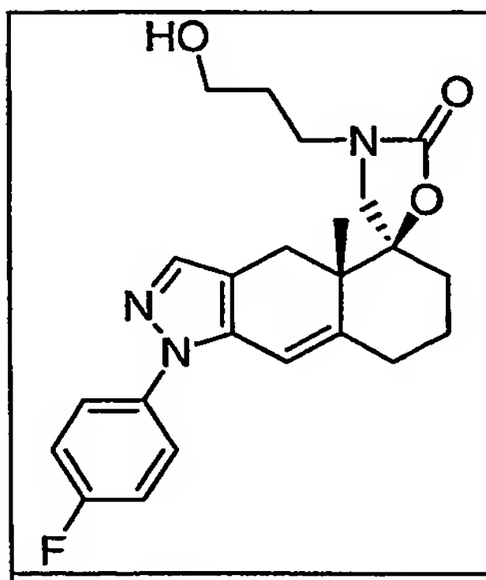


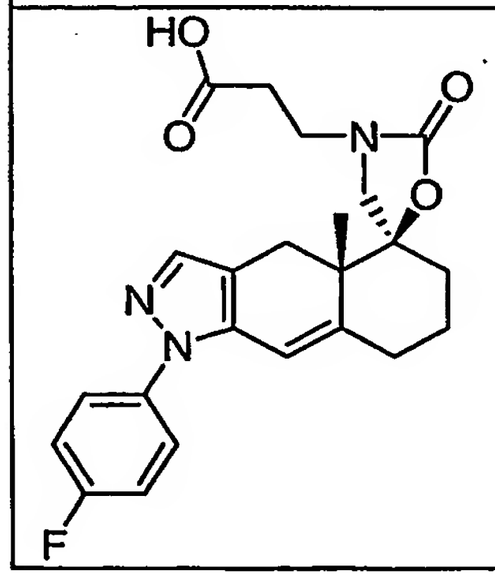


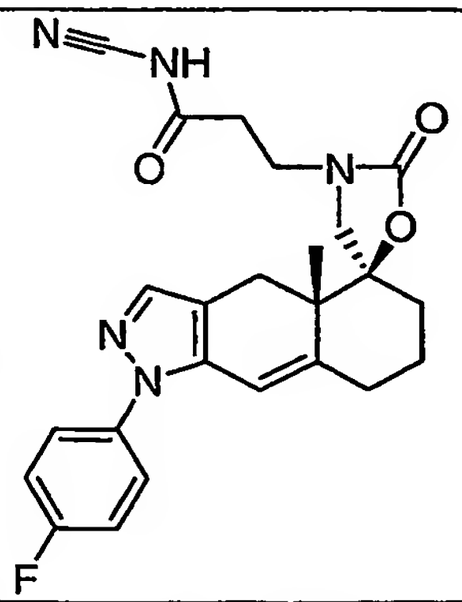


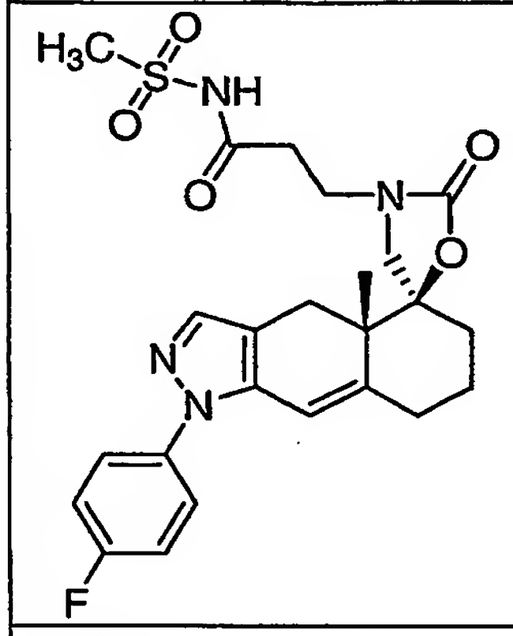


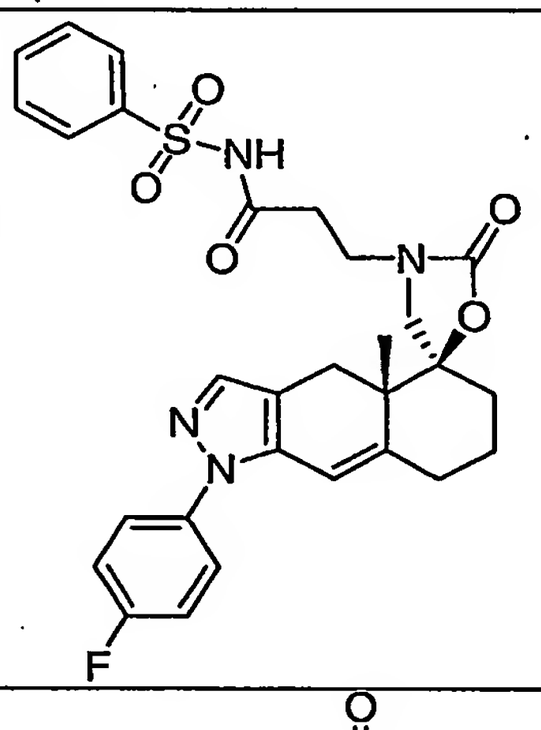


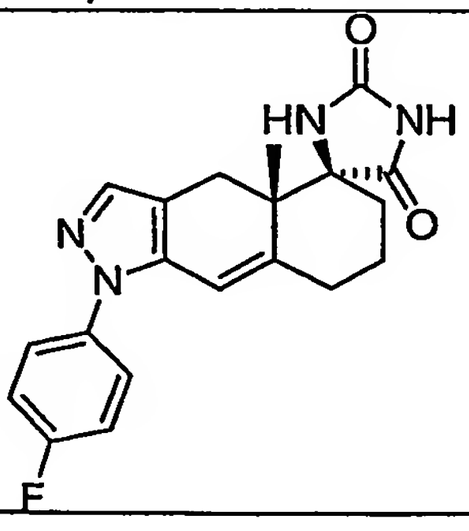


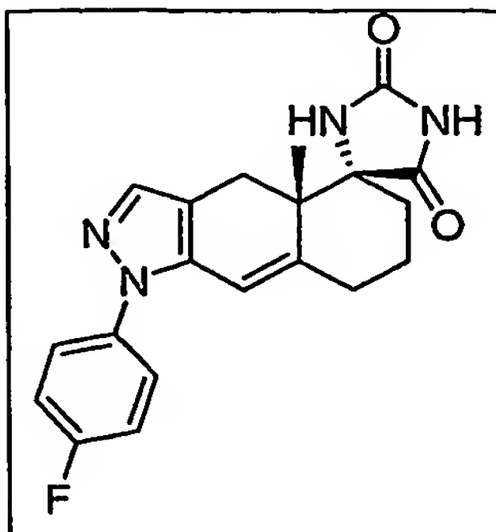


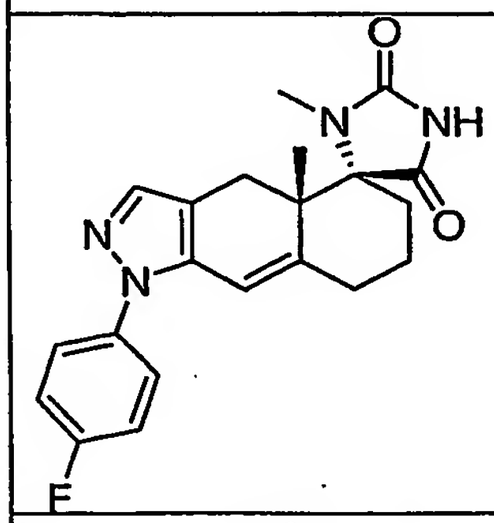


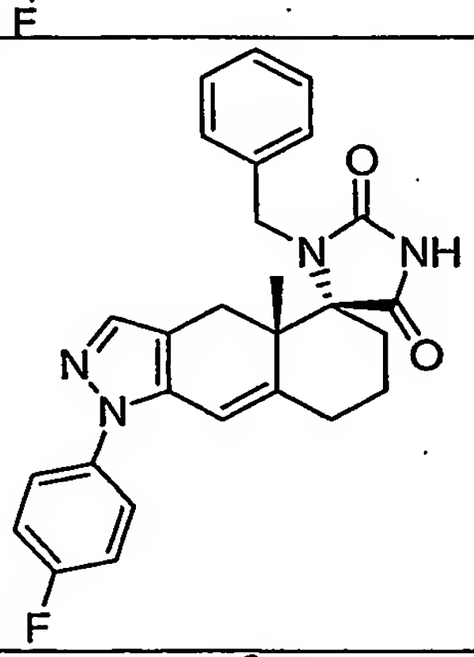


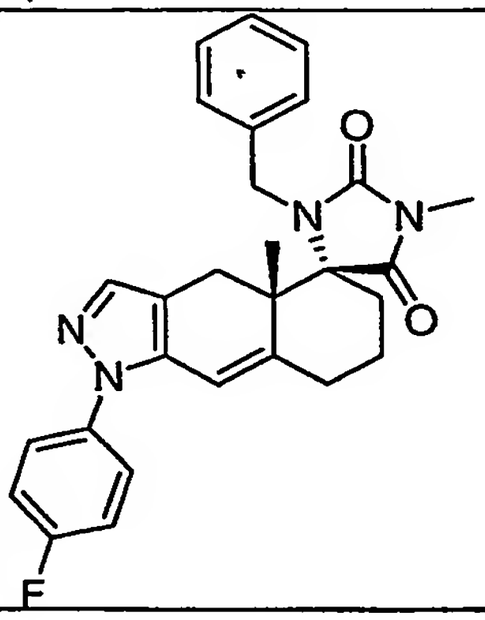


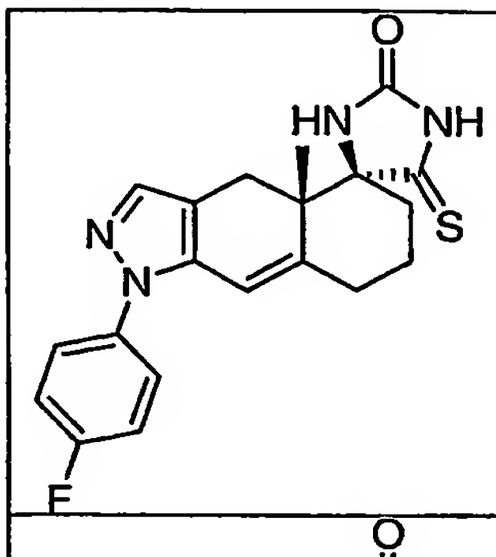


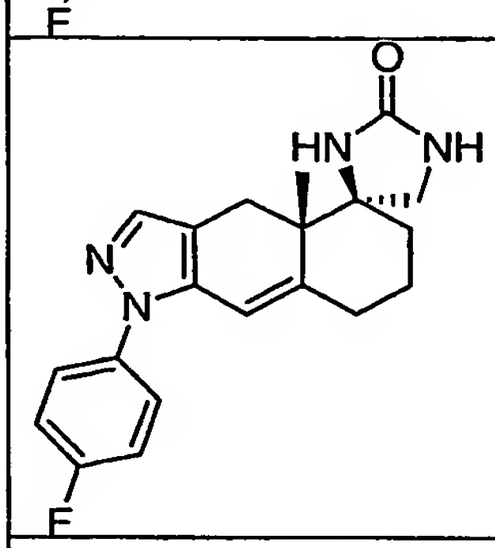


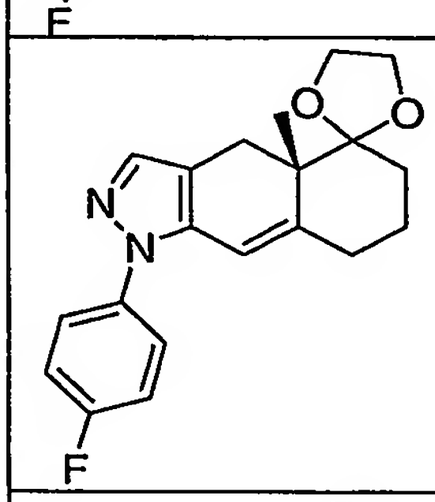


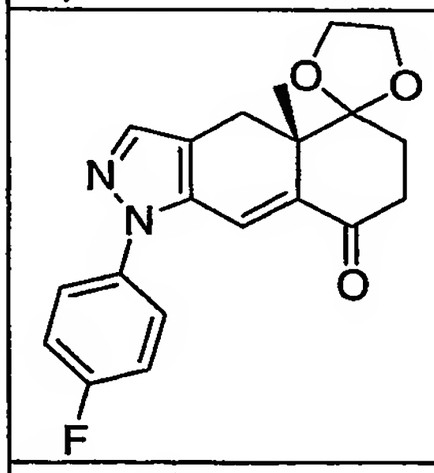


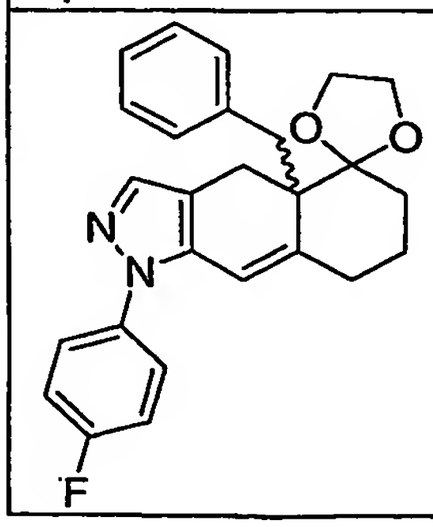


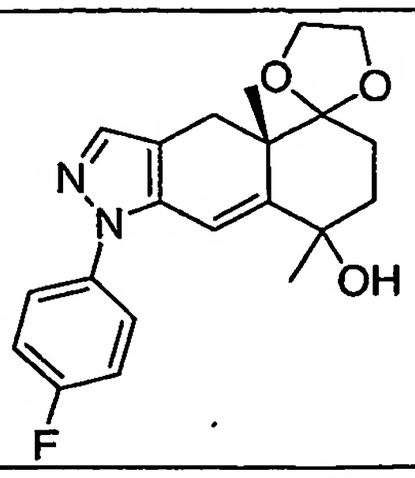


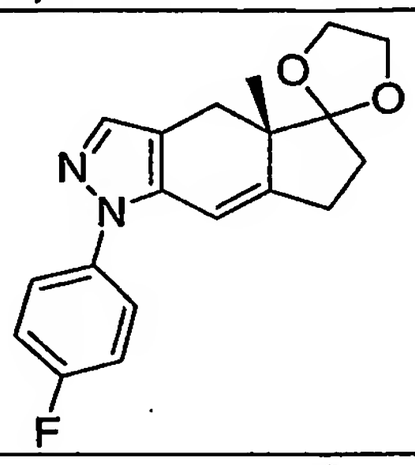


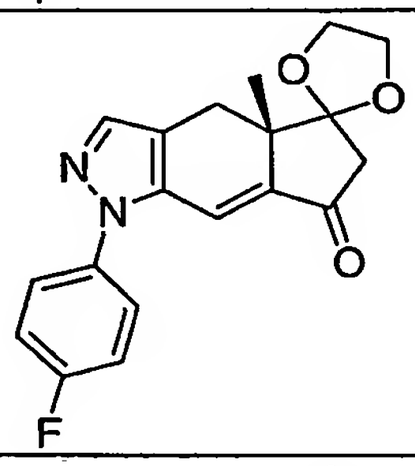


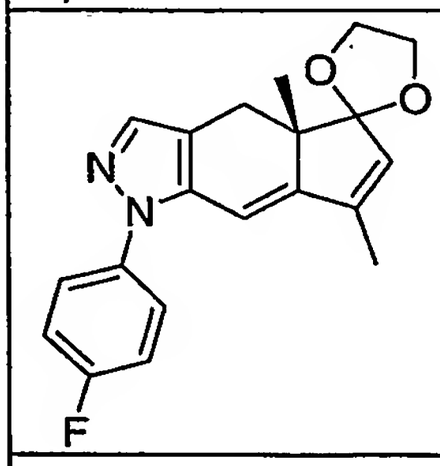


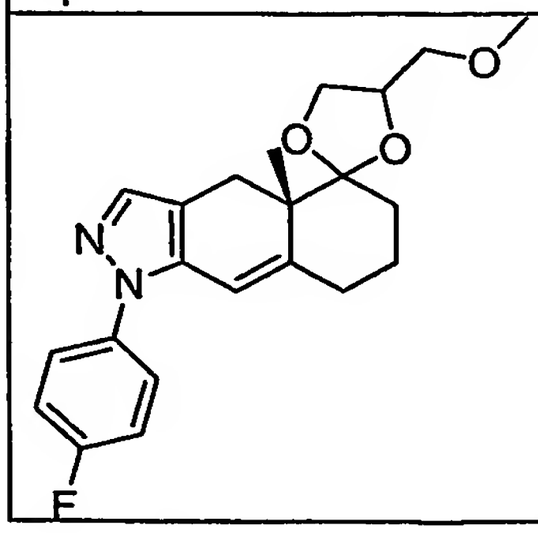


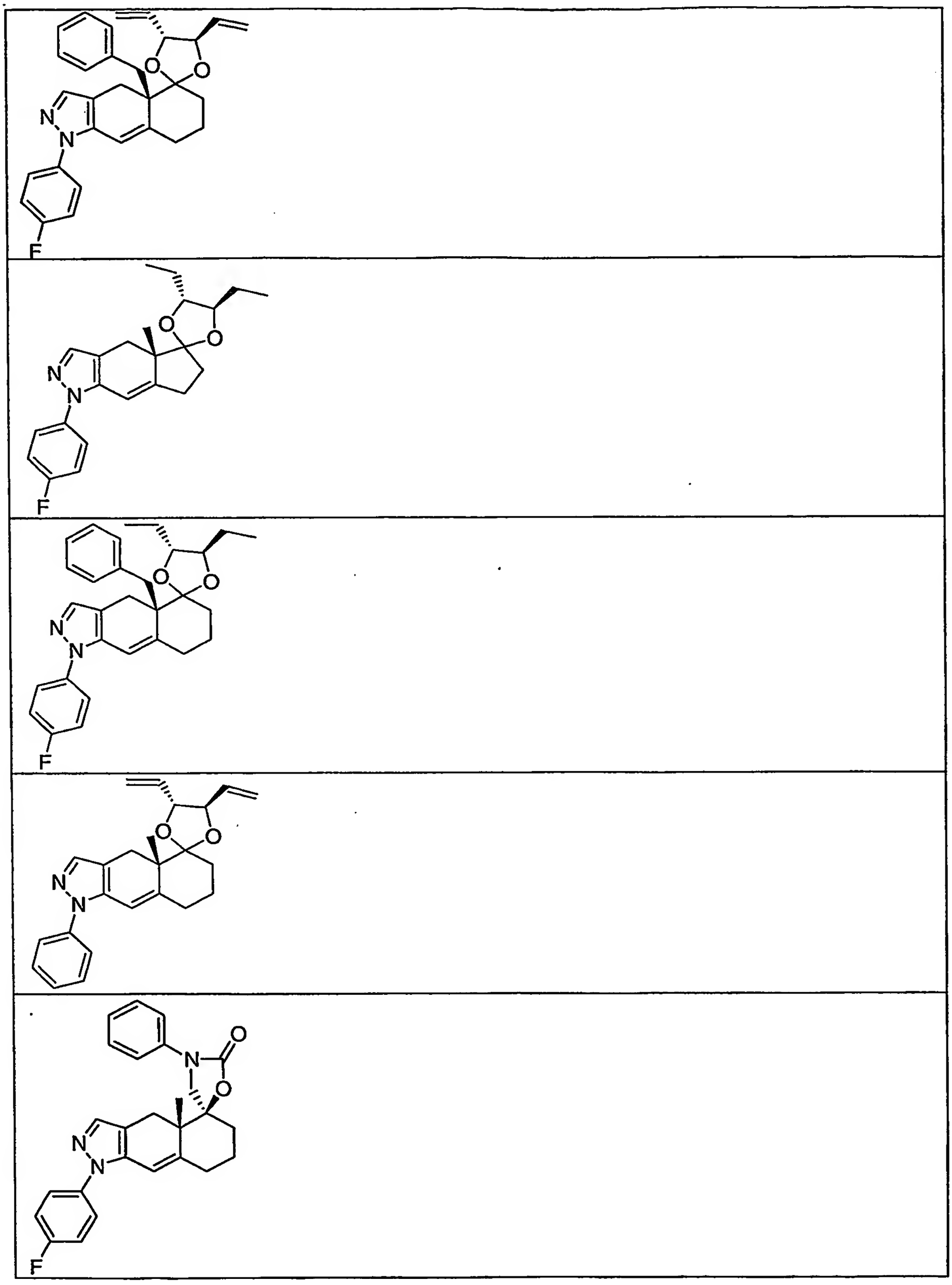


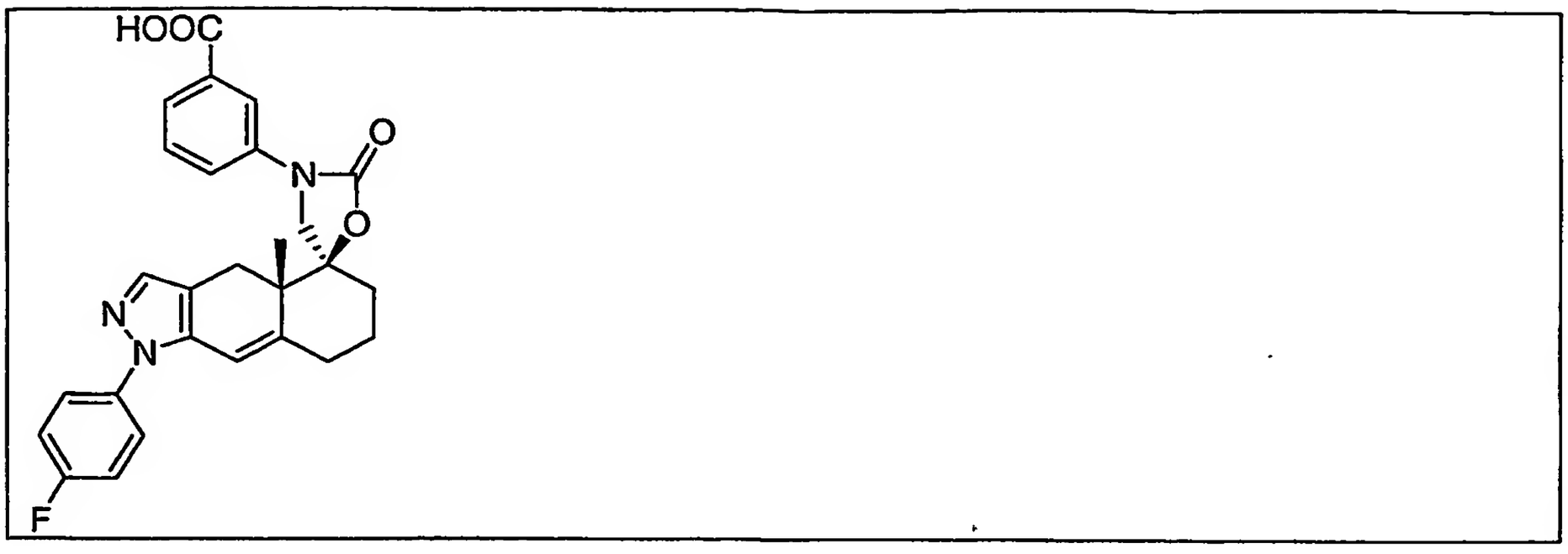




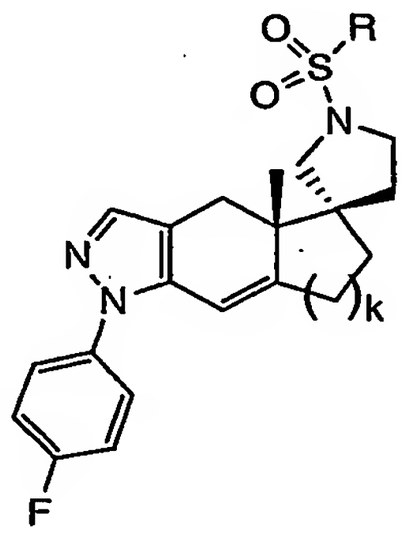








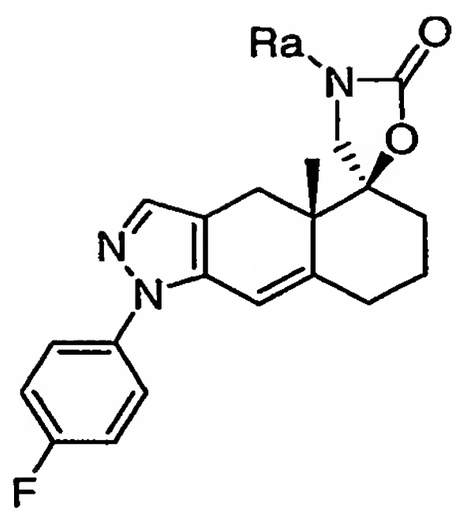
18. A compound of the formula



5

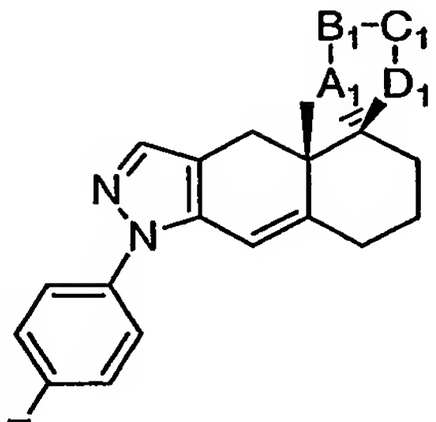
k	R
1	Phenyl
2	Ethyl
2	Phenyl

19. A compound according to claim 1 of the formula



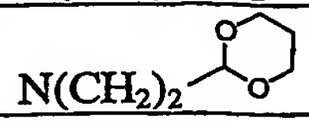
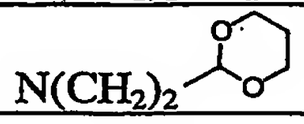
Ra
Methyl
Allyl
Isopropyl
2-methoxyethyl
CH_2CO_2Et
2-(1,3-dioxan)ethyl

20. A compound of the formula

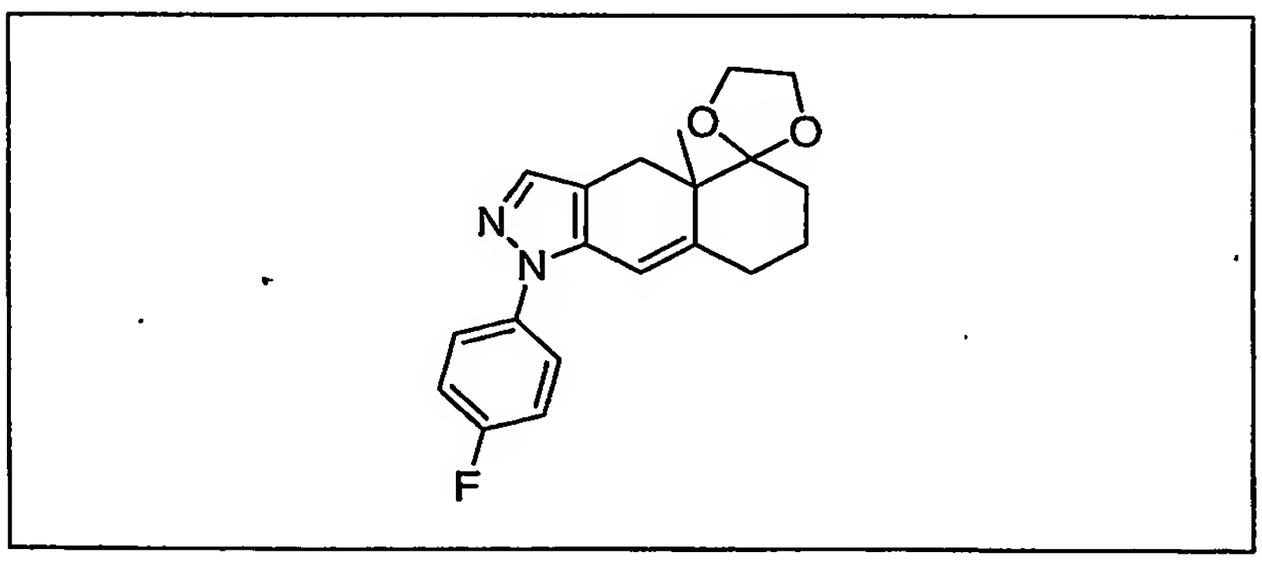


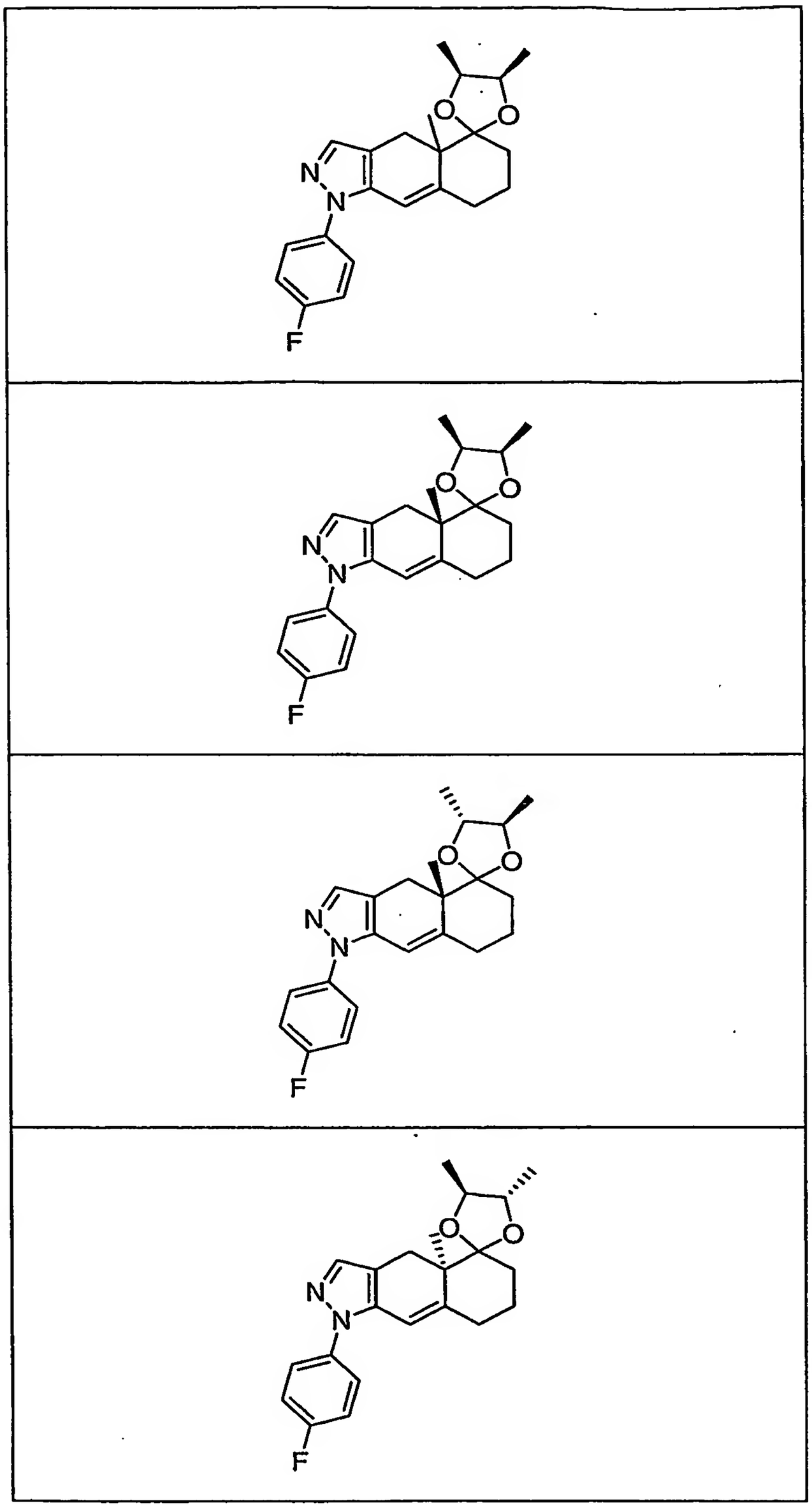
F

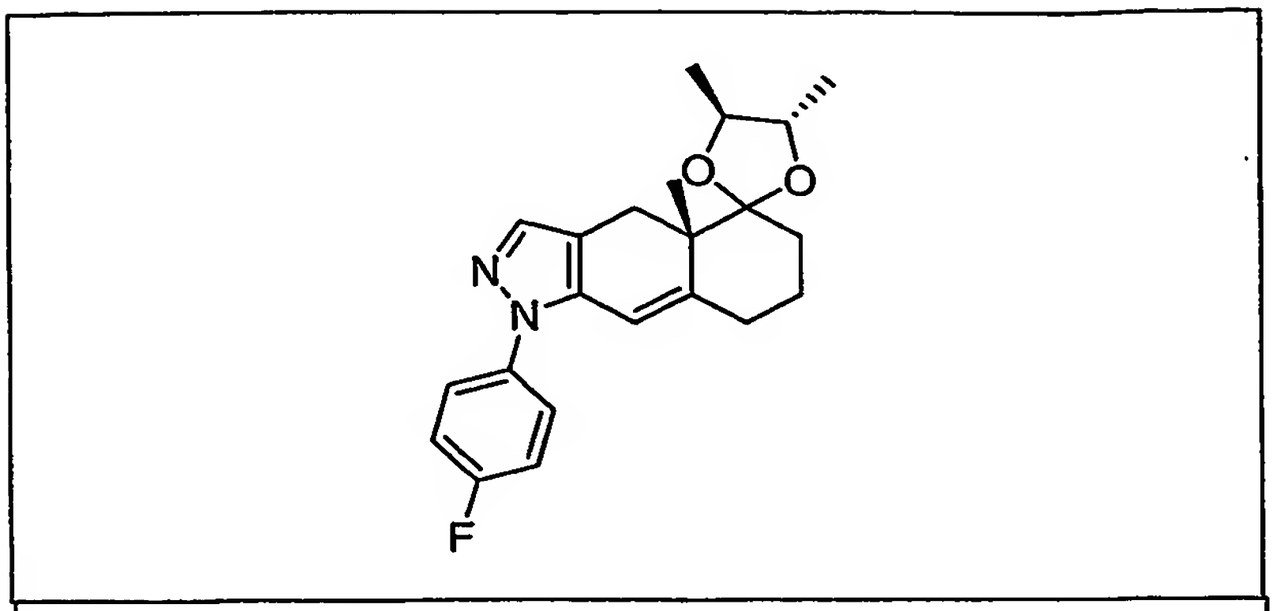
C_1	D_1	A_1	B_1
C(O)	NCH_3	C(O)	NH
NCH_2Ph	C(O)	NCH_3	C(O)
NCH_3	C(O)	NCH_3	C(O)
$NCH_2CH=CH_2$	C(O)	NCH_3	C(O)
C(O)	NCH_3	C(O)	NCH_2Ph
C(O)	NCH_3	C(O)	NCH_3
C(O)	NCH_3	C(O)	$NCH_2CH=CH_2$
C(O)	NCH_3	C(O)	NH

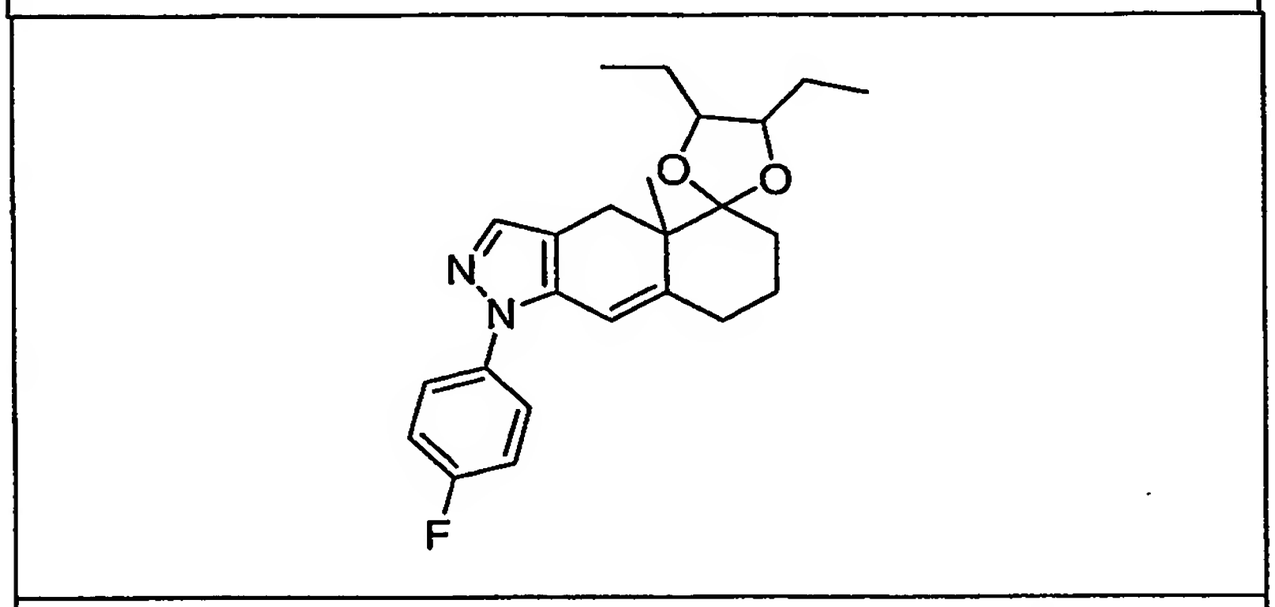
$N(CH_2)_2CO_2H$	C(O)	NCH_2Ph	C(O)
NH	C(O)	$N(CH_2)_2CO_2H$	C(O)
NH	C(O)		C(O)
C(O)	NCH_3	C(O)	$N(CH_2)_2CO_2H$
C(O)	NCH_3	C(O)	
$NCH_2CH=CH_2$	C(O)	$NCH_2CH=CH_2$	C(O)
NCH_2Ph	C(O)	NCH_2Ph	C(O)
NH	C(S)	NCH_2Ph	C(O)
NH	C(S)	NH	C(O)
NH	C(S)	$NCH_2CH=CH_2$	C(O)
NH	C(S)	NCH_3	C(O)
NH	CH_2	NCH_2Ph	C(O)
NH	CH_2	NH	C(O)
C(O)	NCH_3	CH_2	NCH_3
NH	CH_2	NCH_3	C(O)

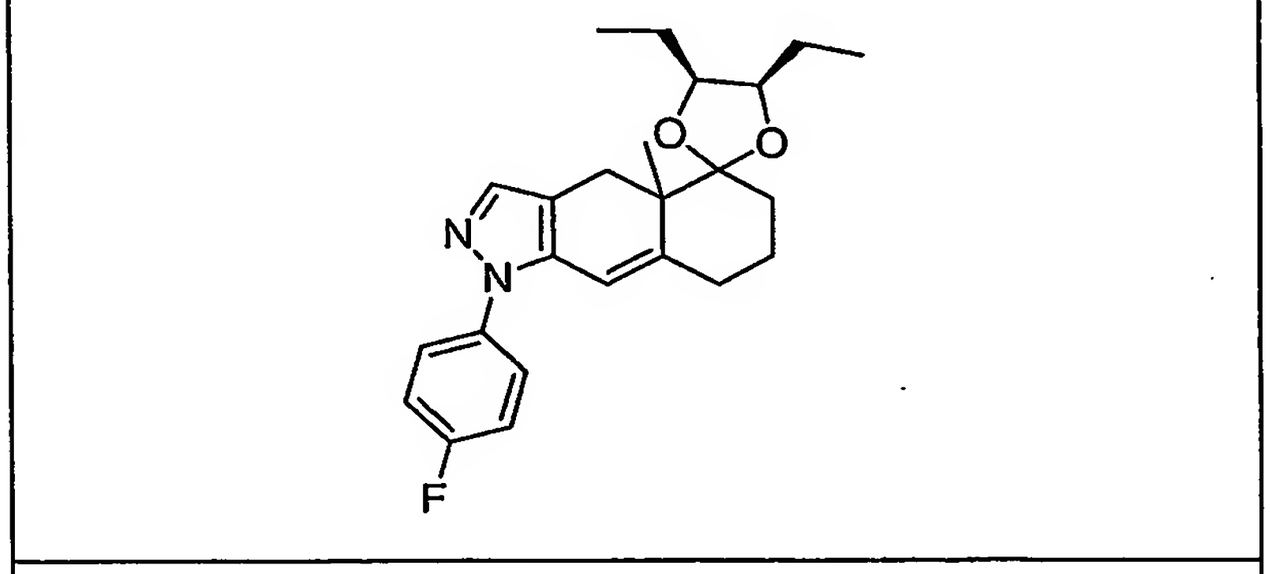
21. A compound according to claim 1 for the formula

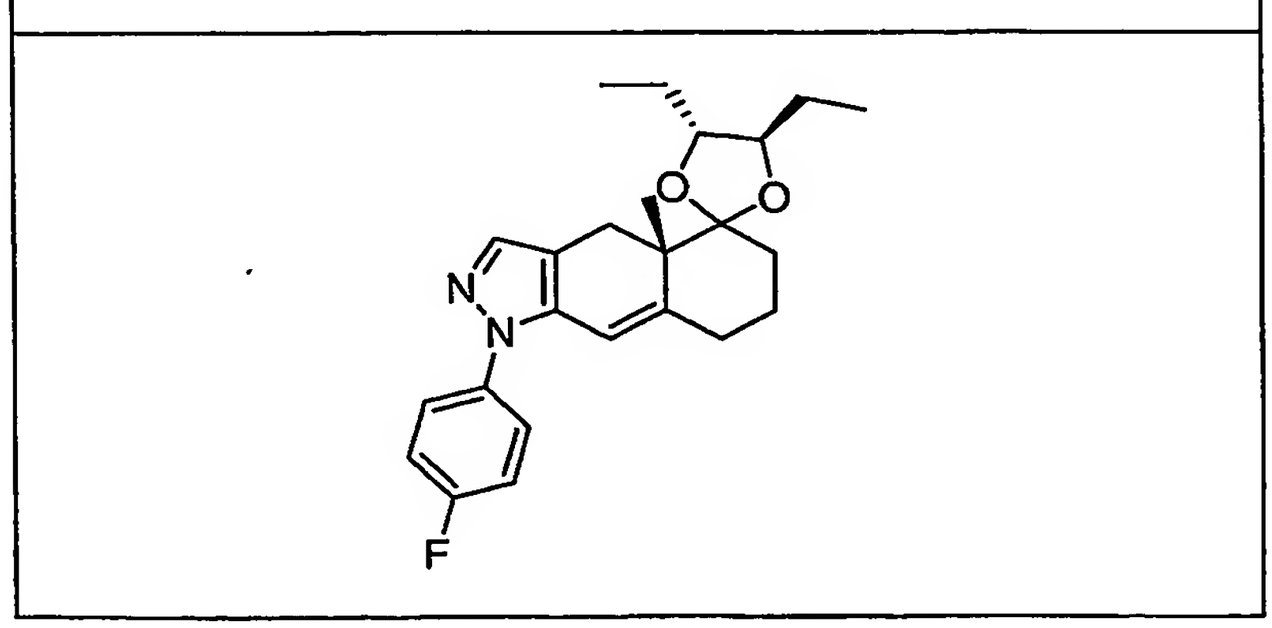


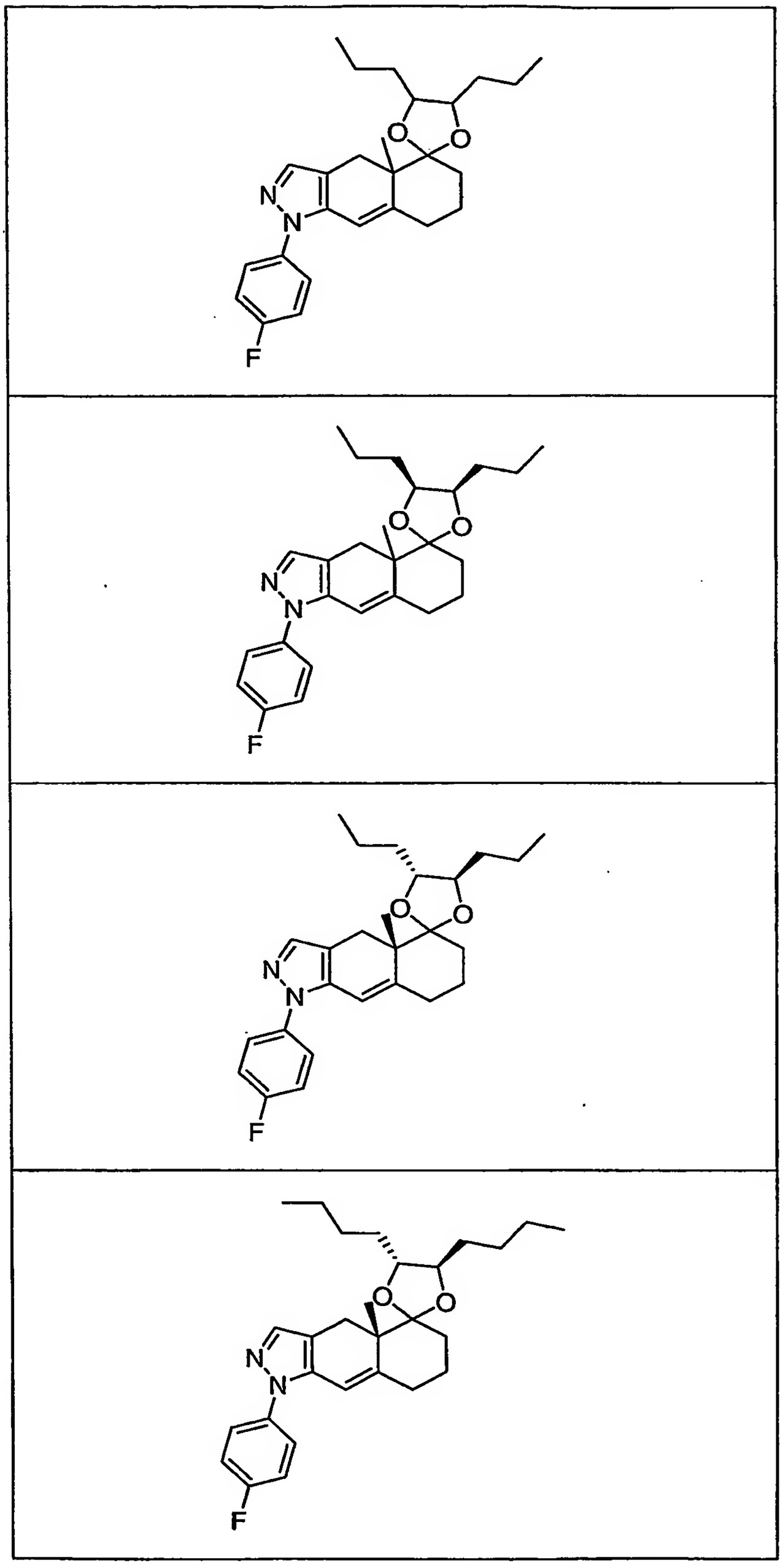


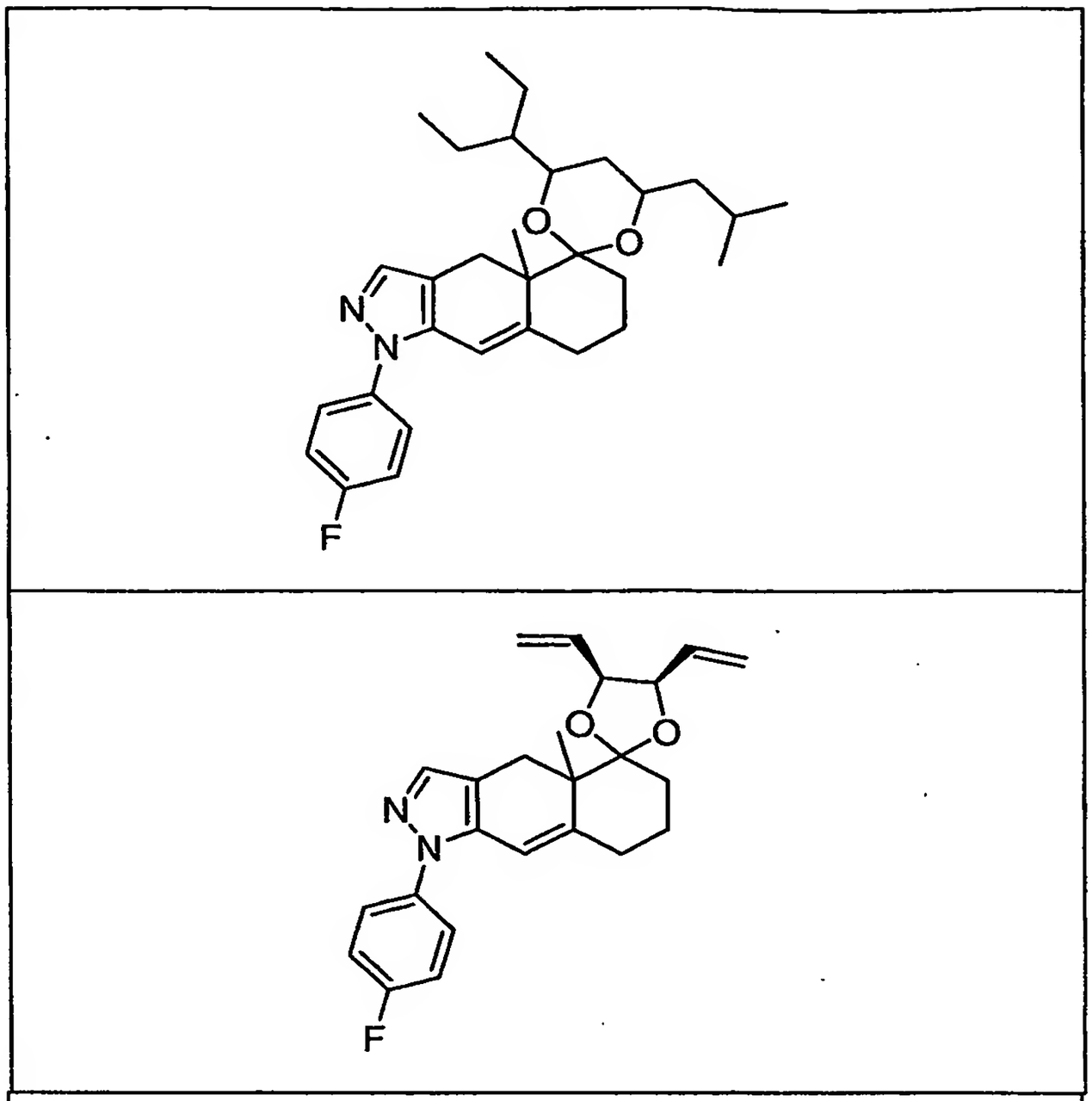


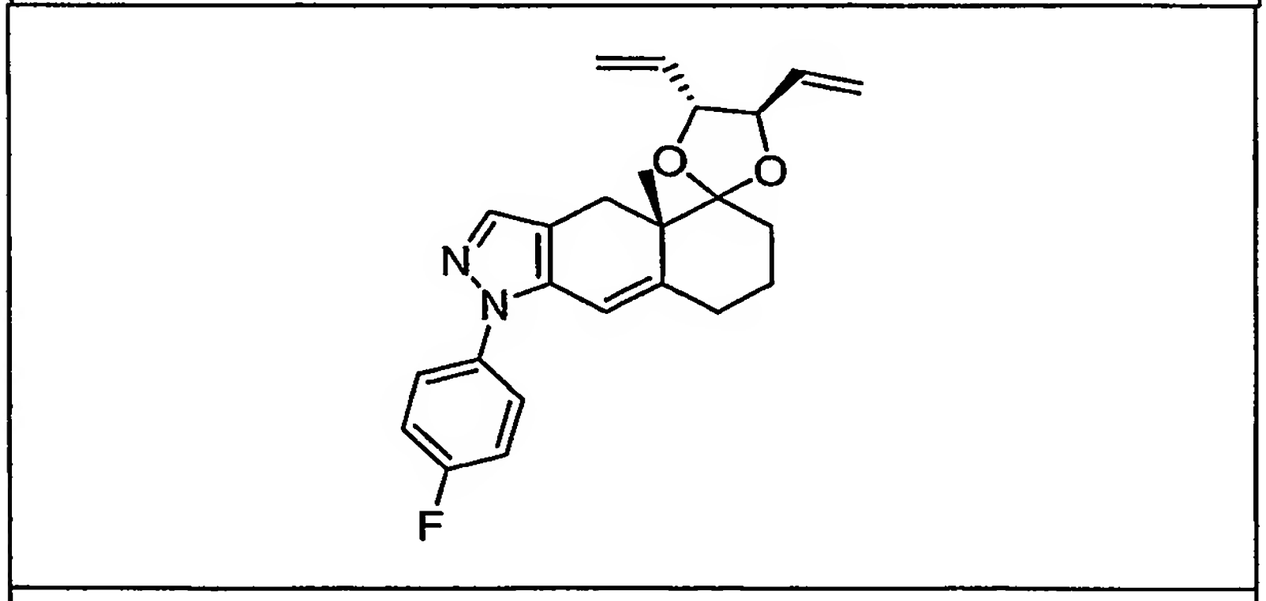


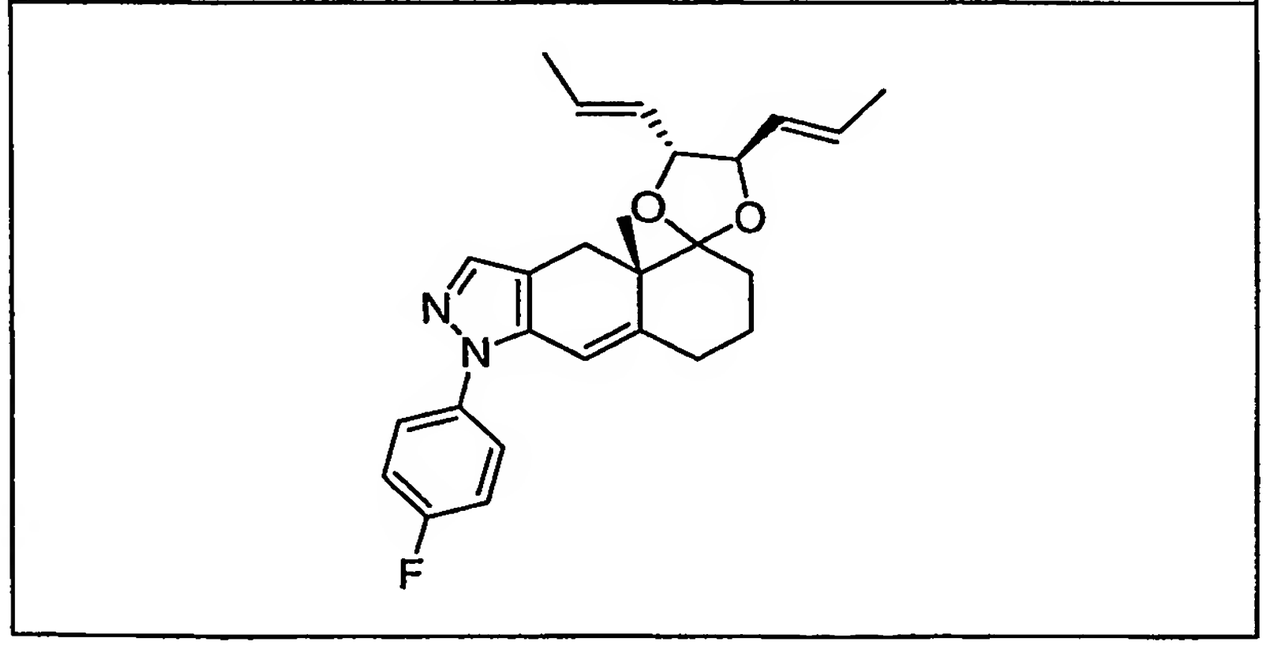


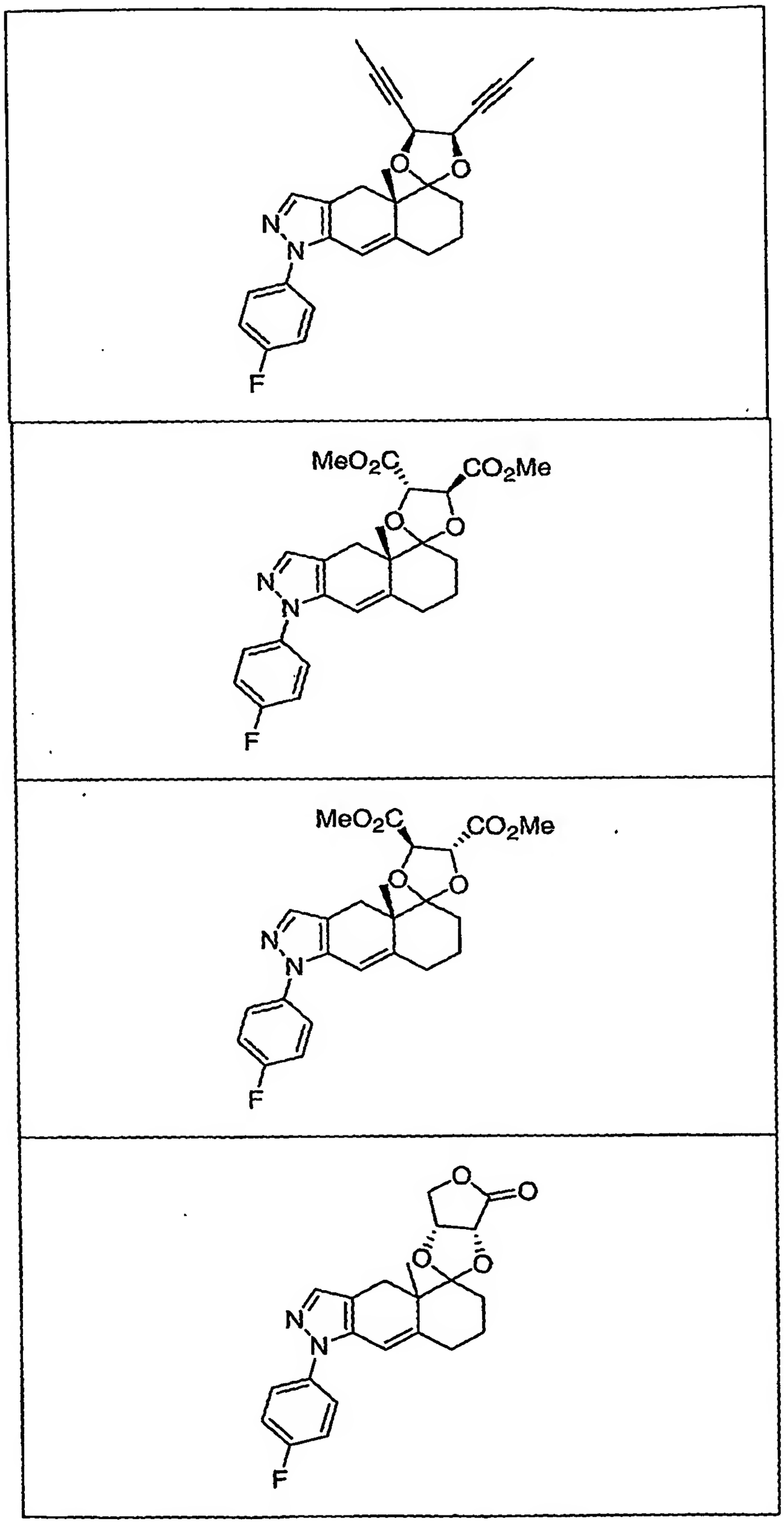


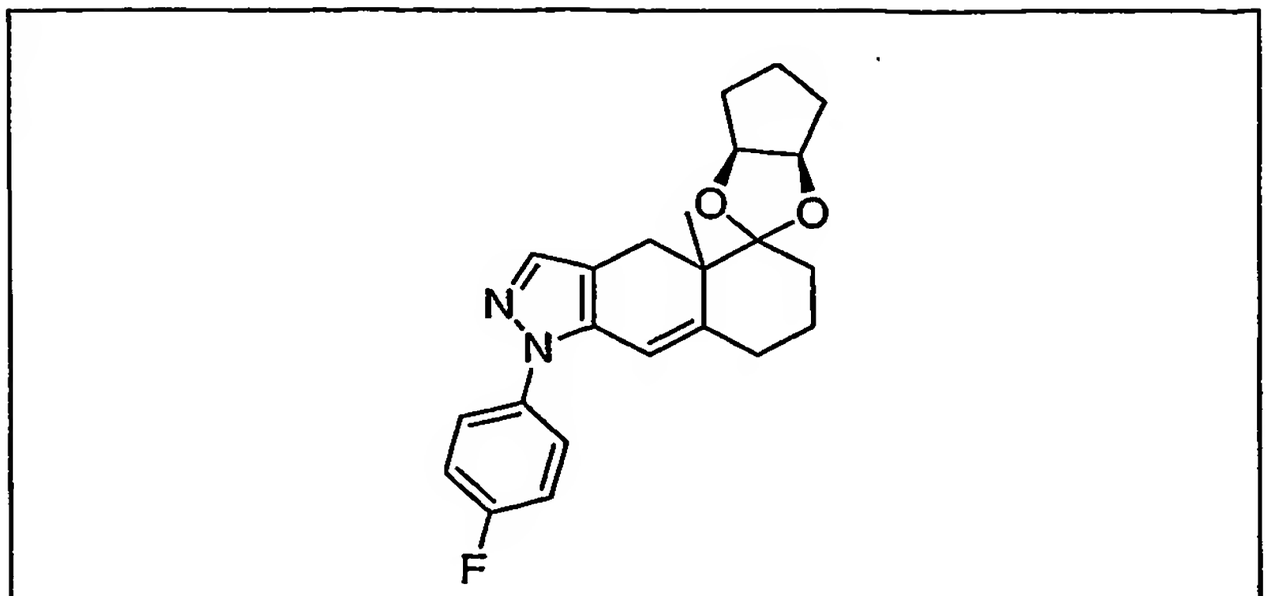


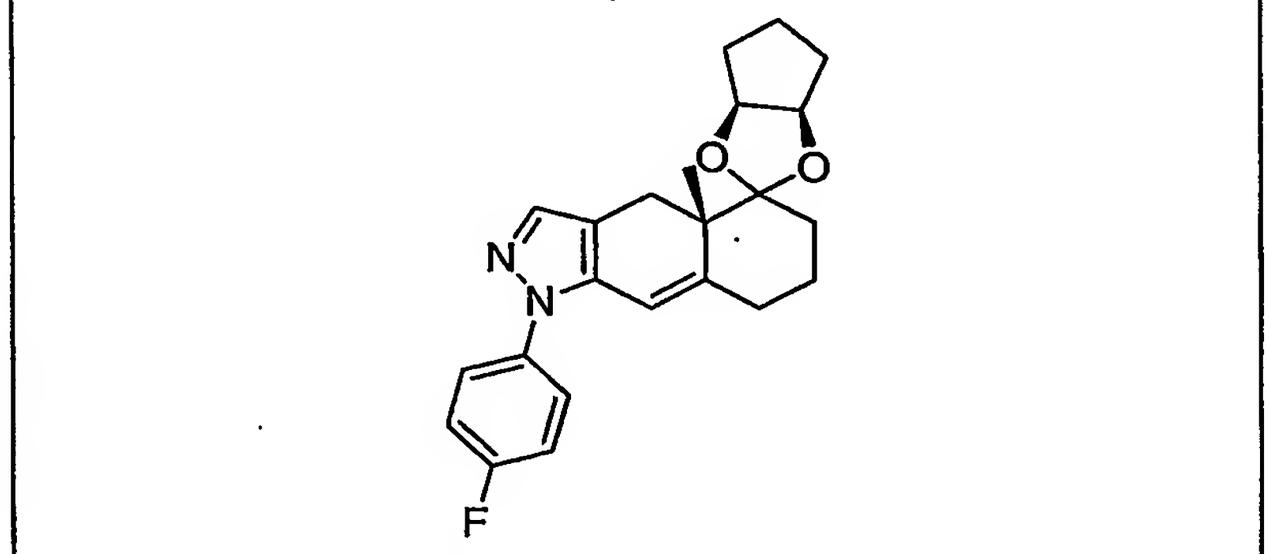


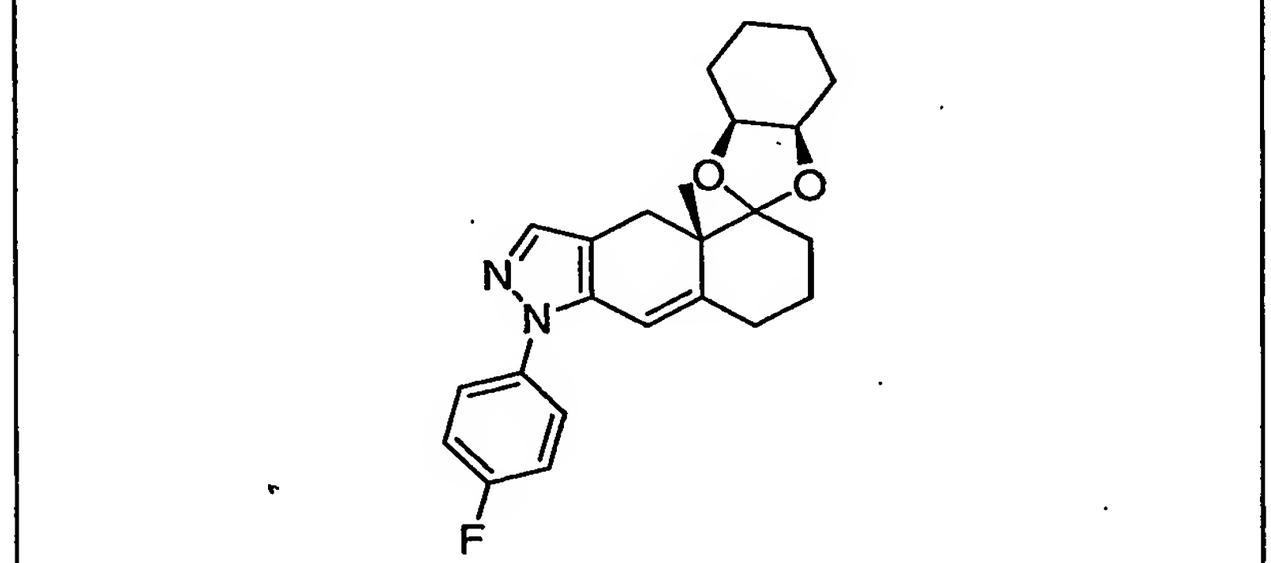


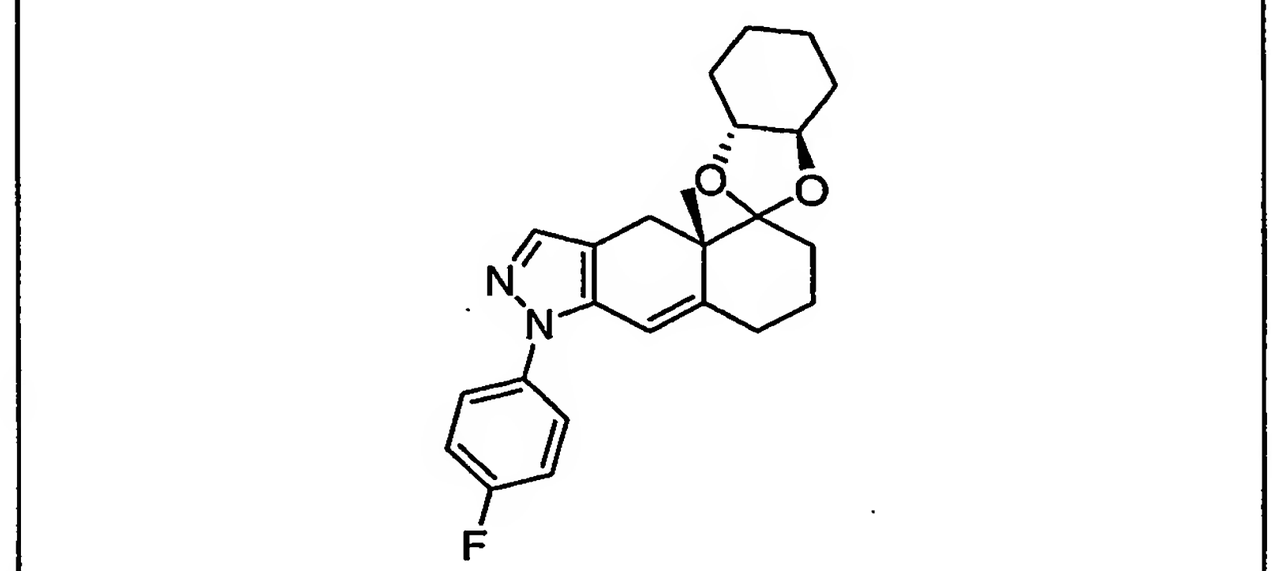


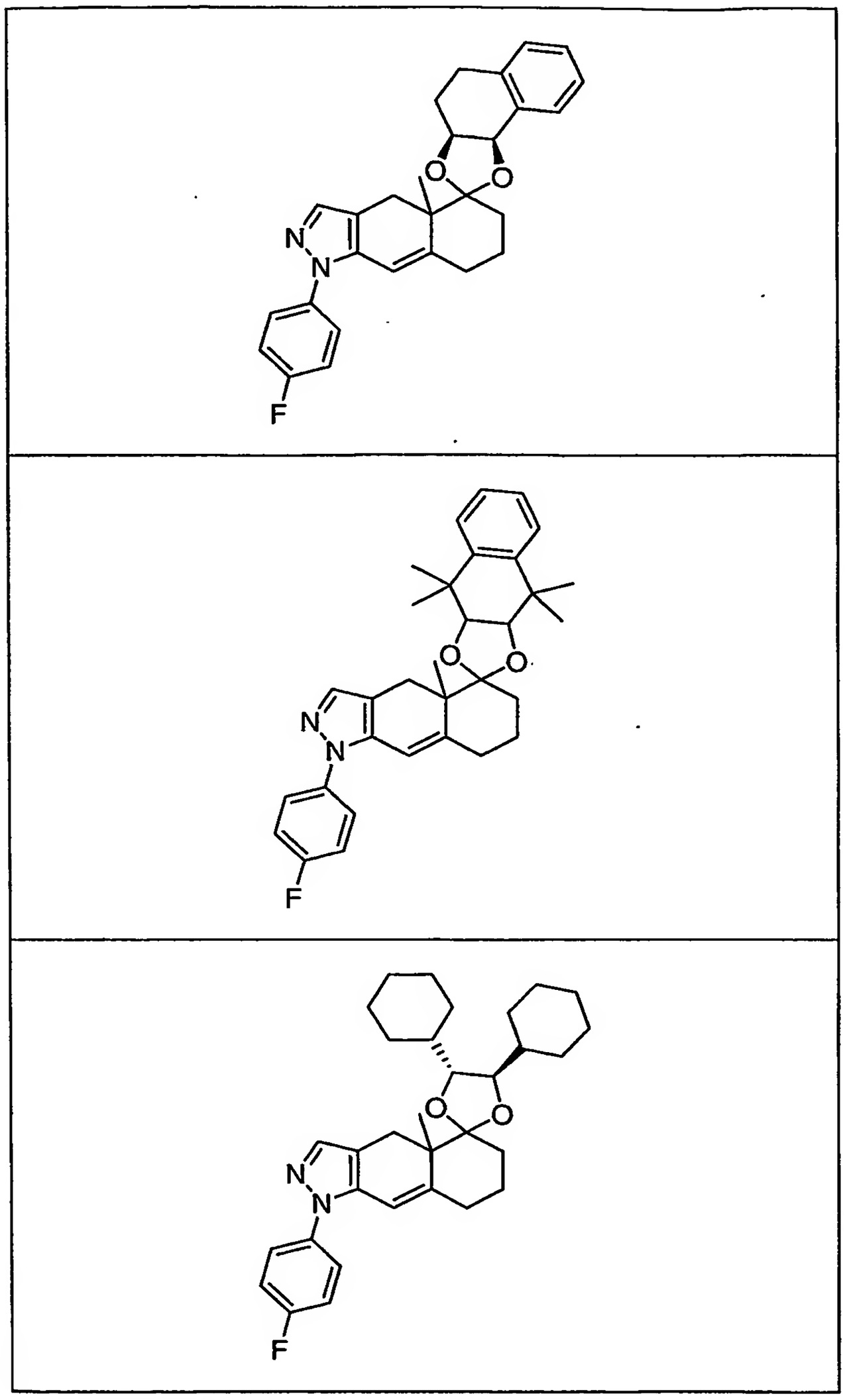


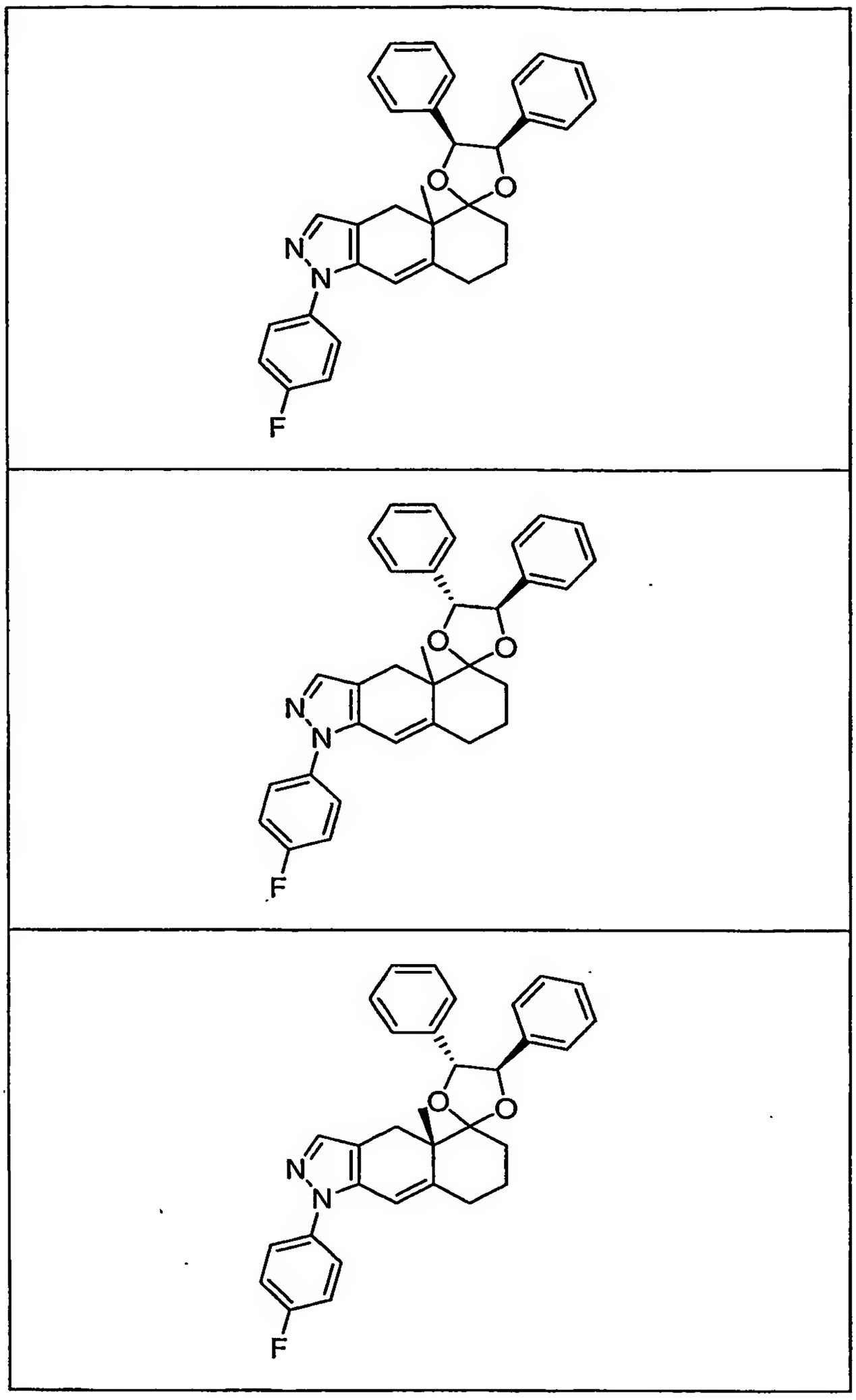


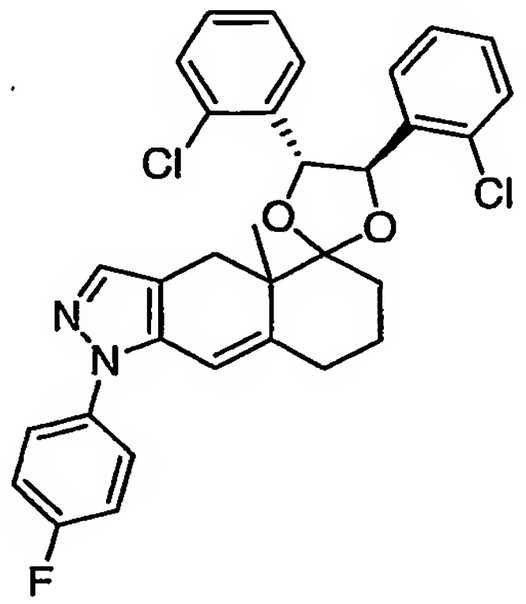


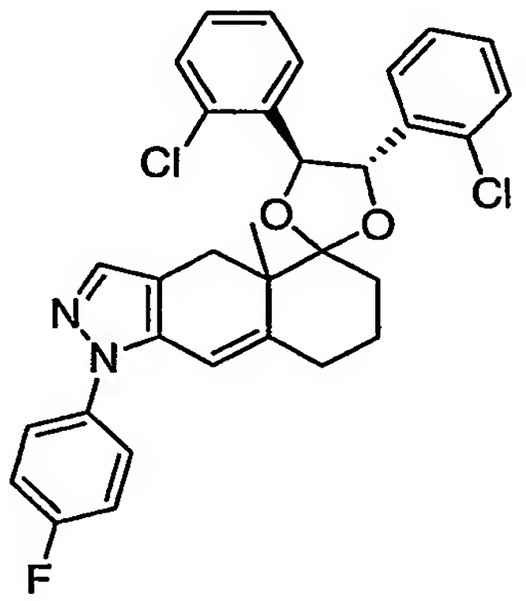


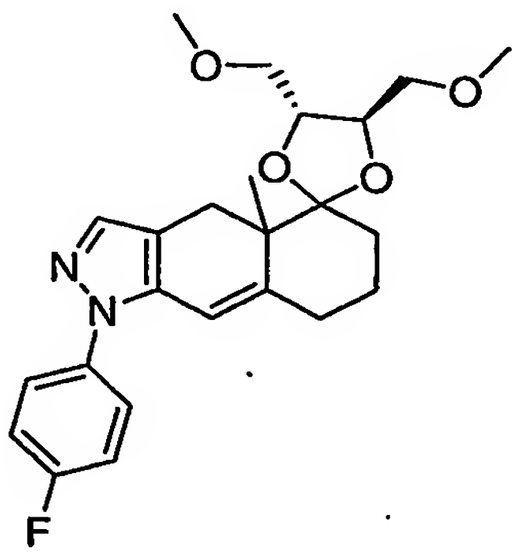


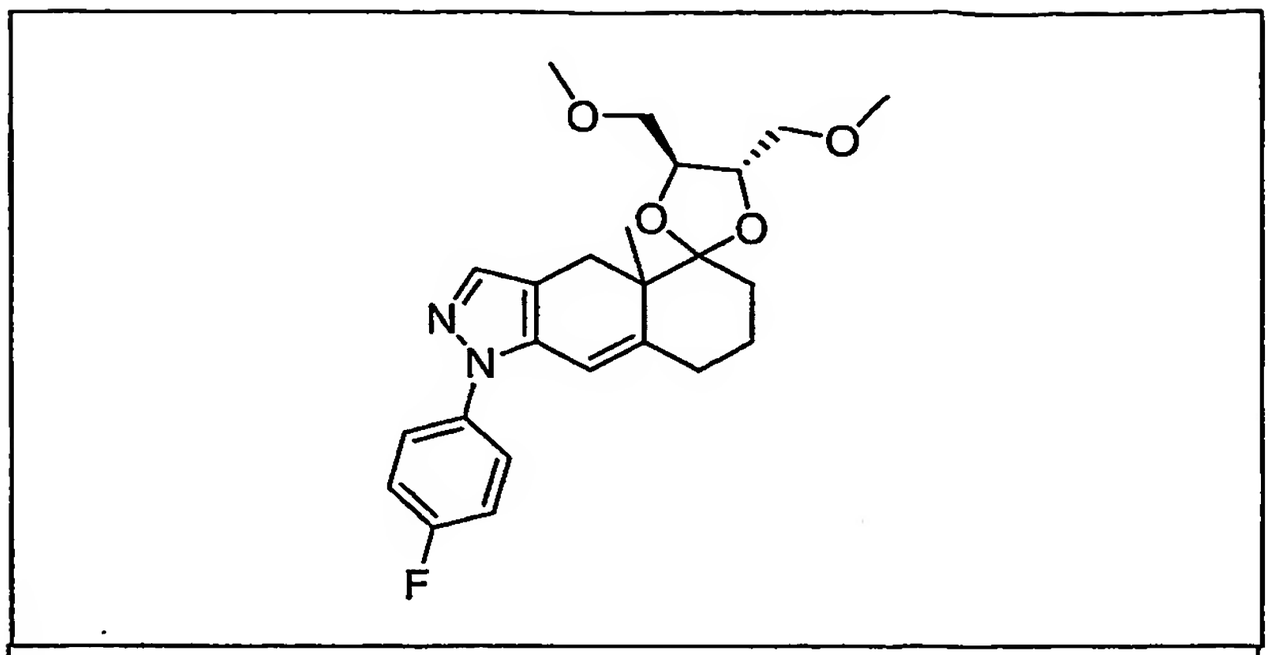


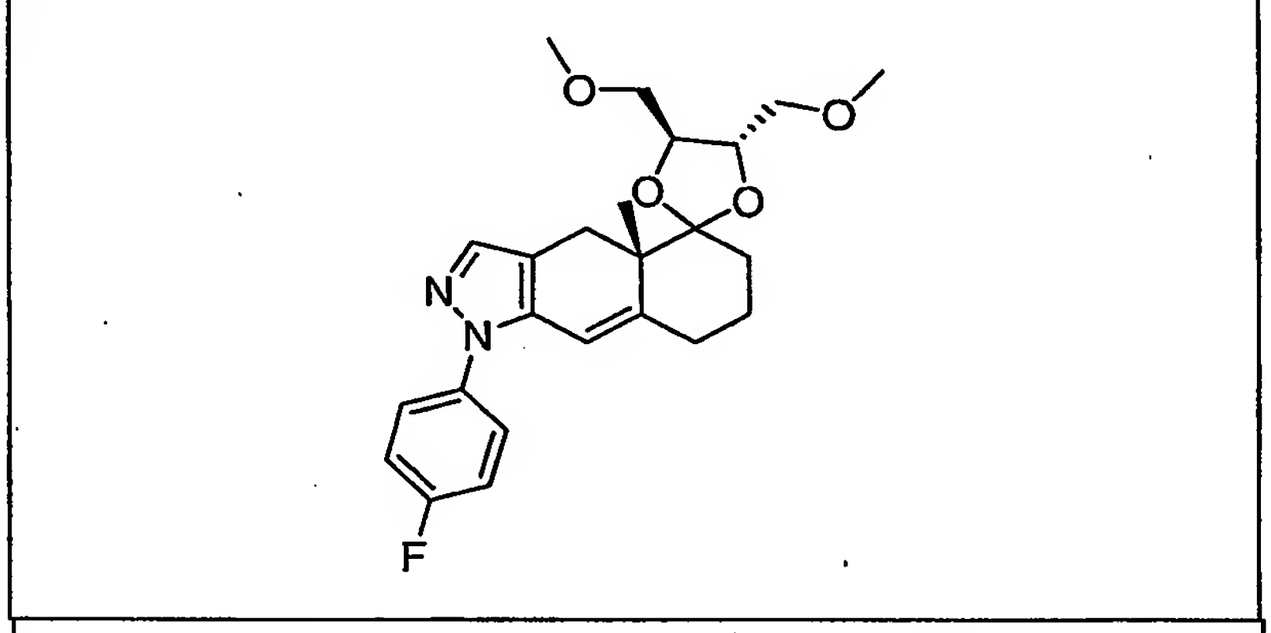


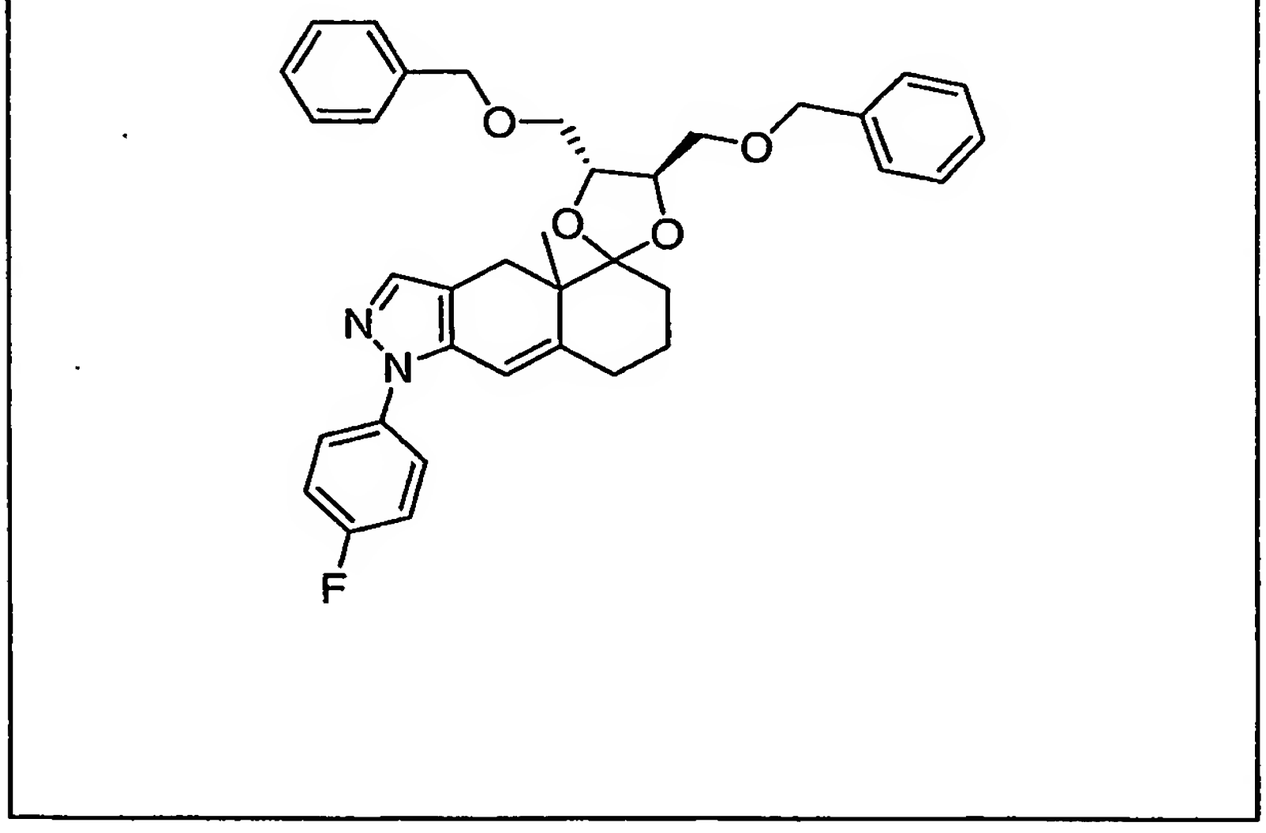


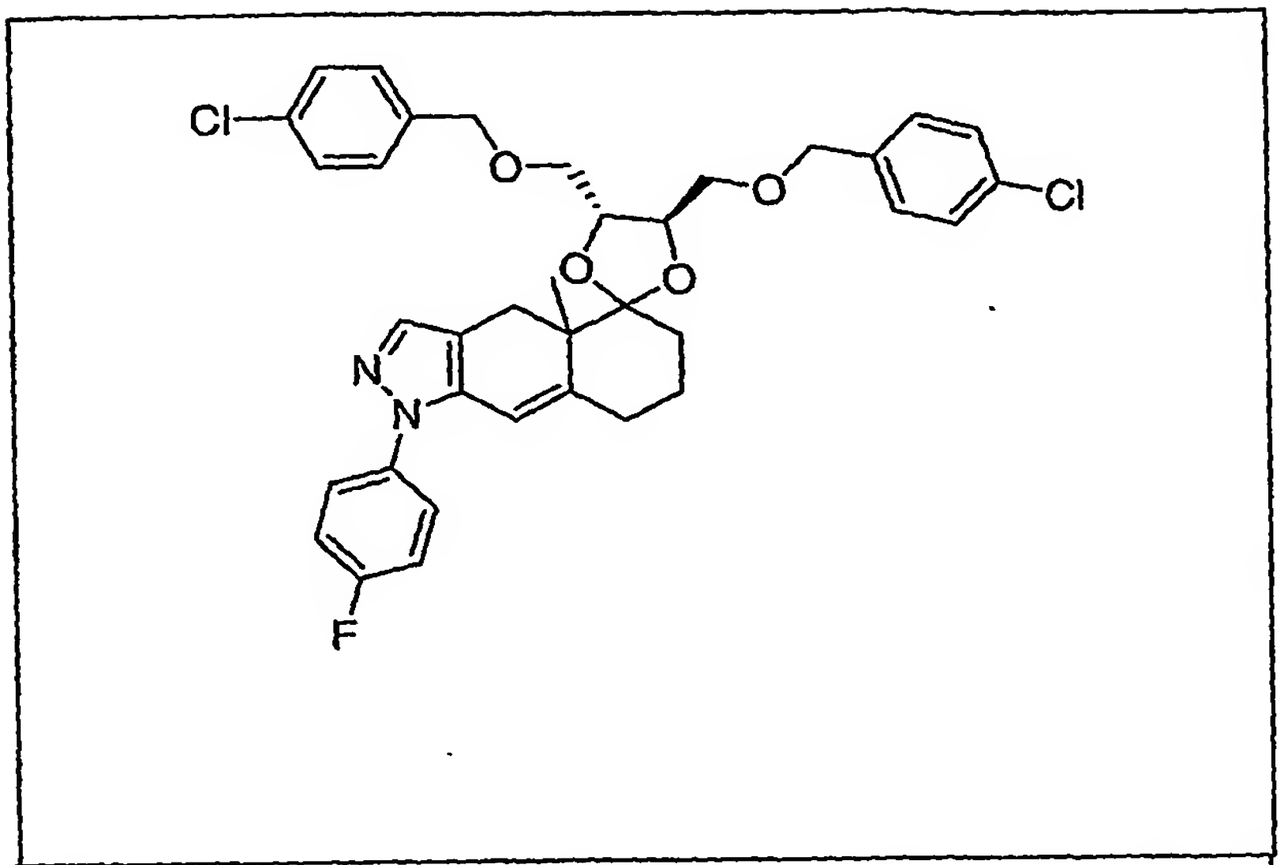


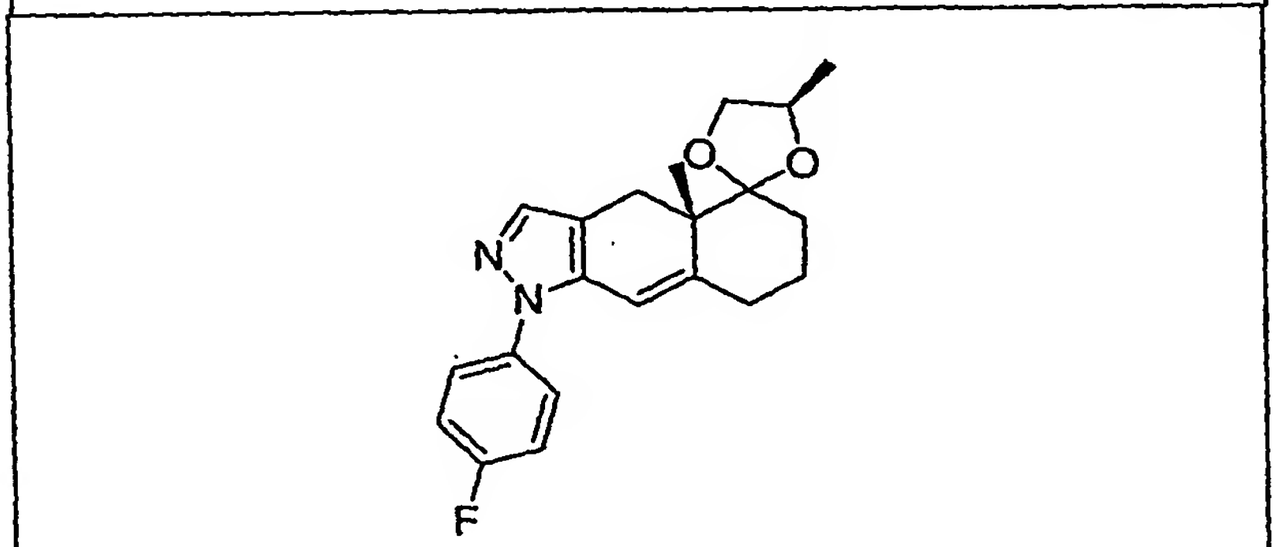


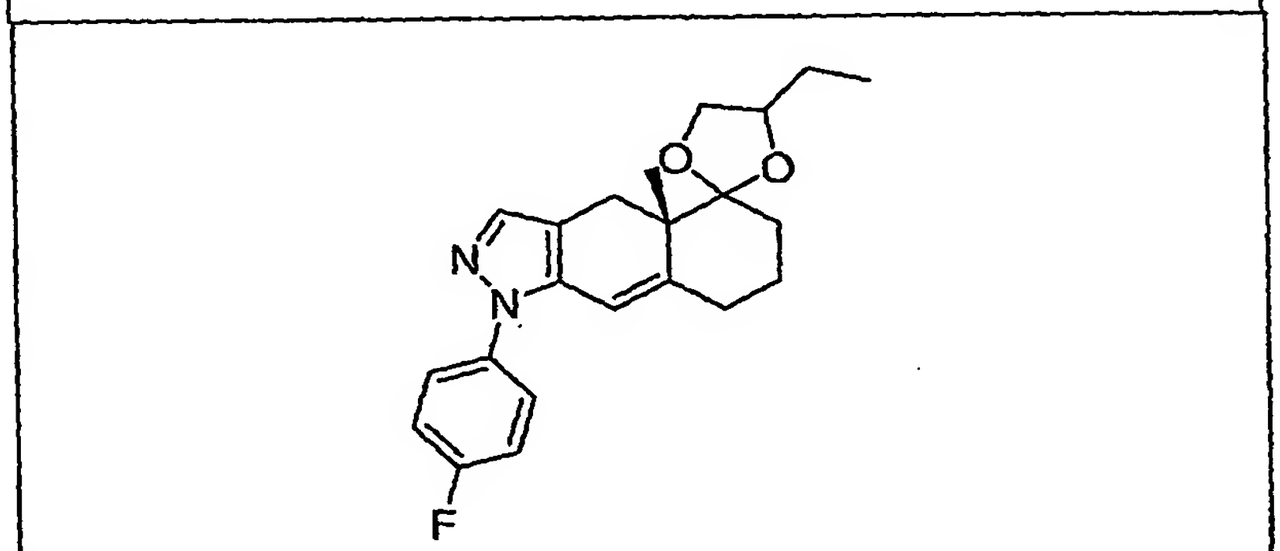


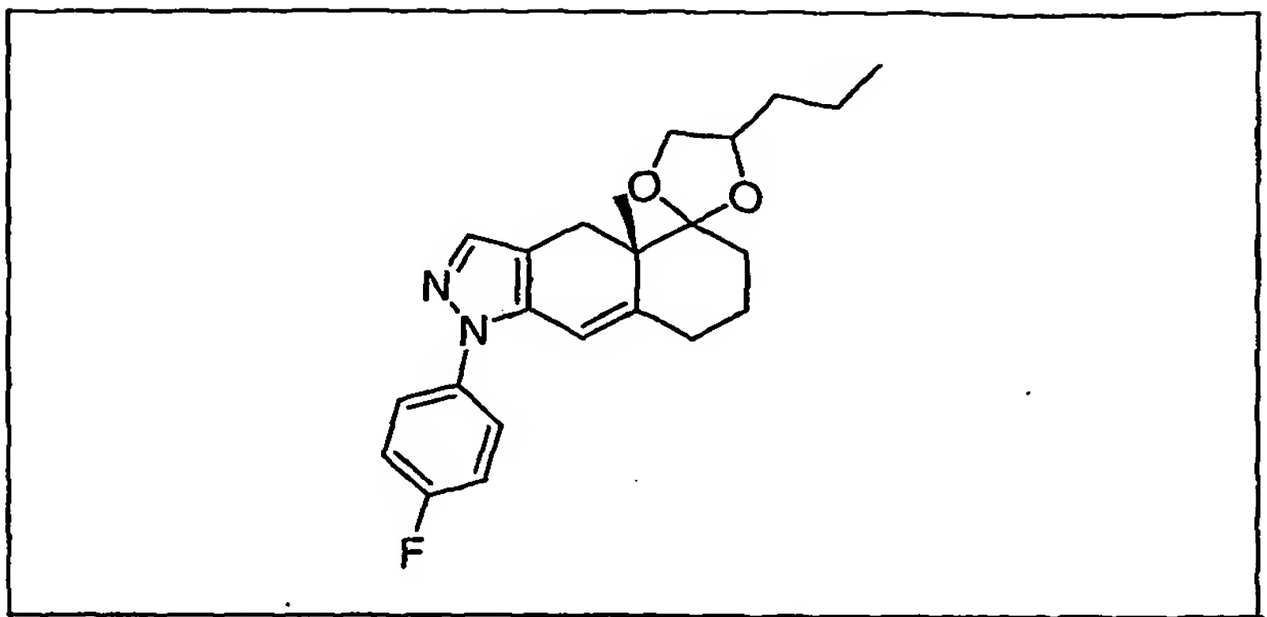


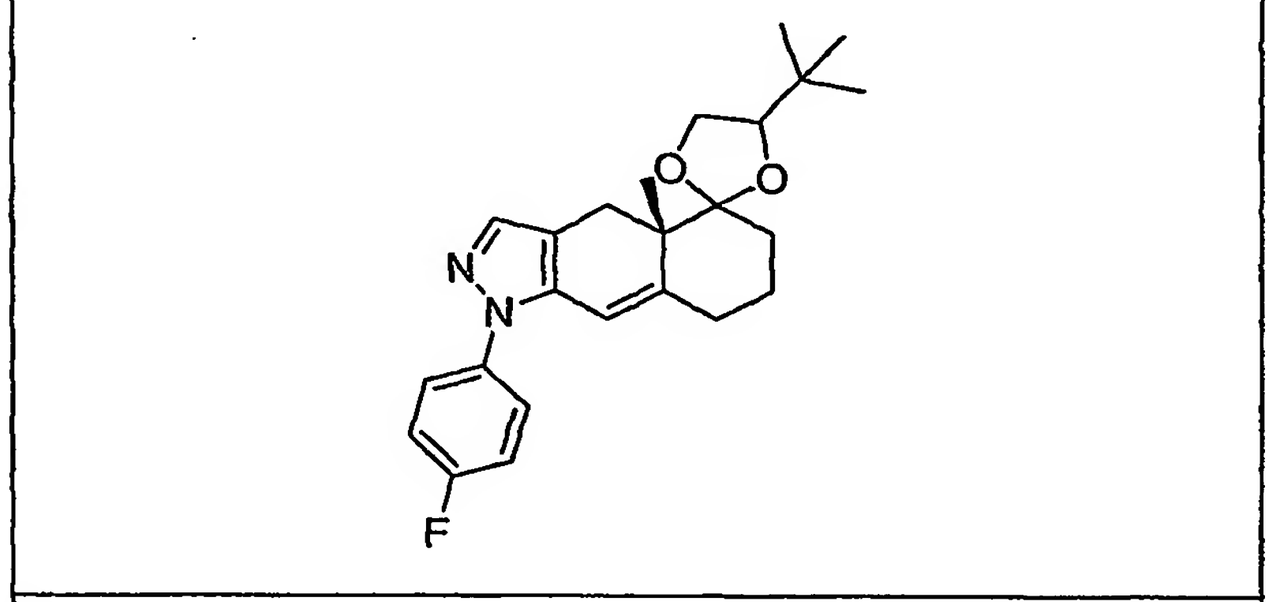


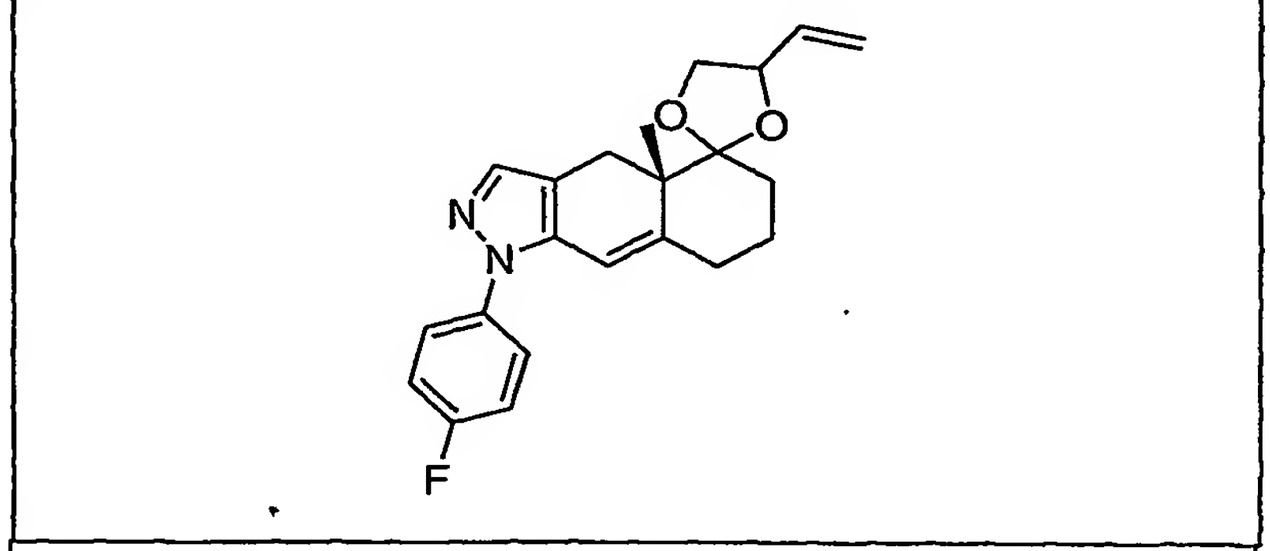


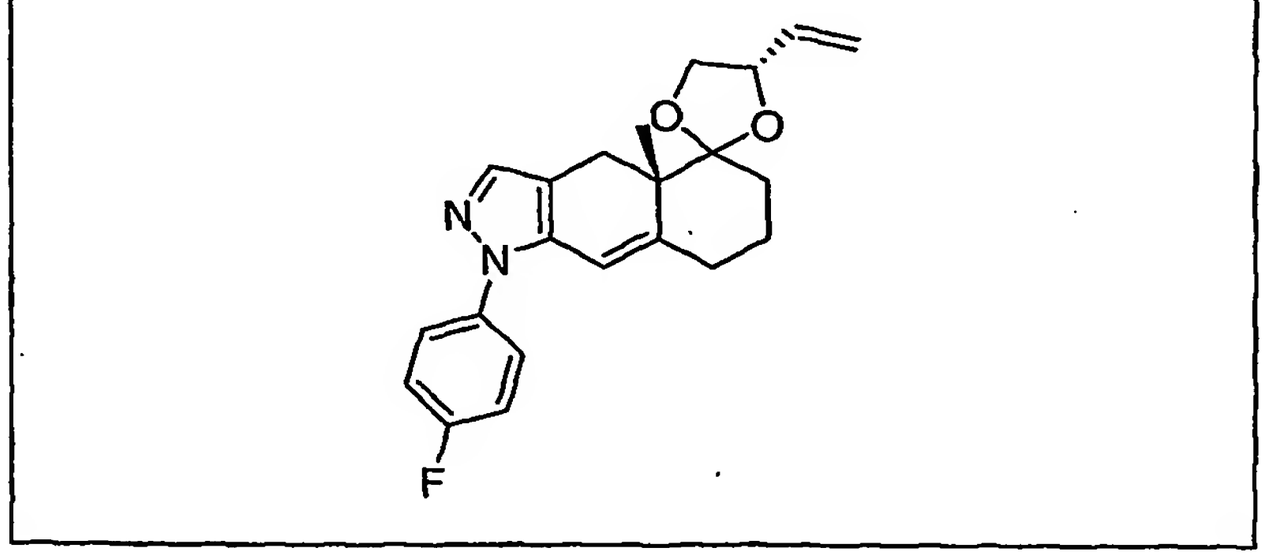


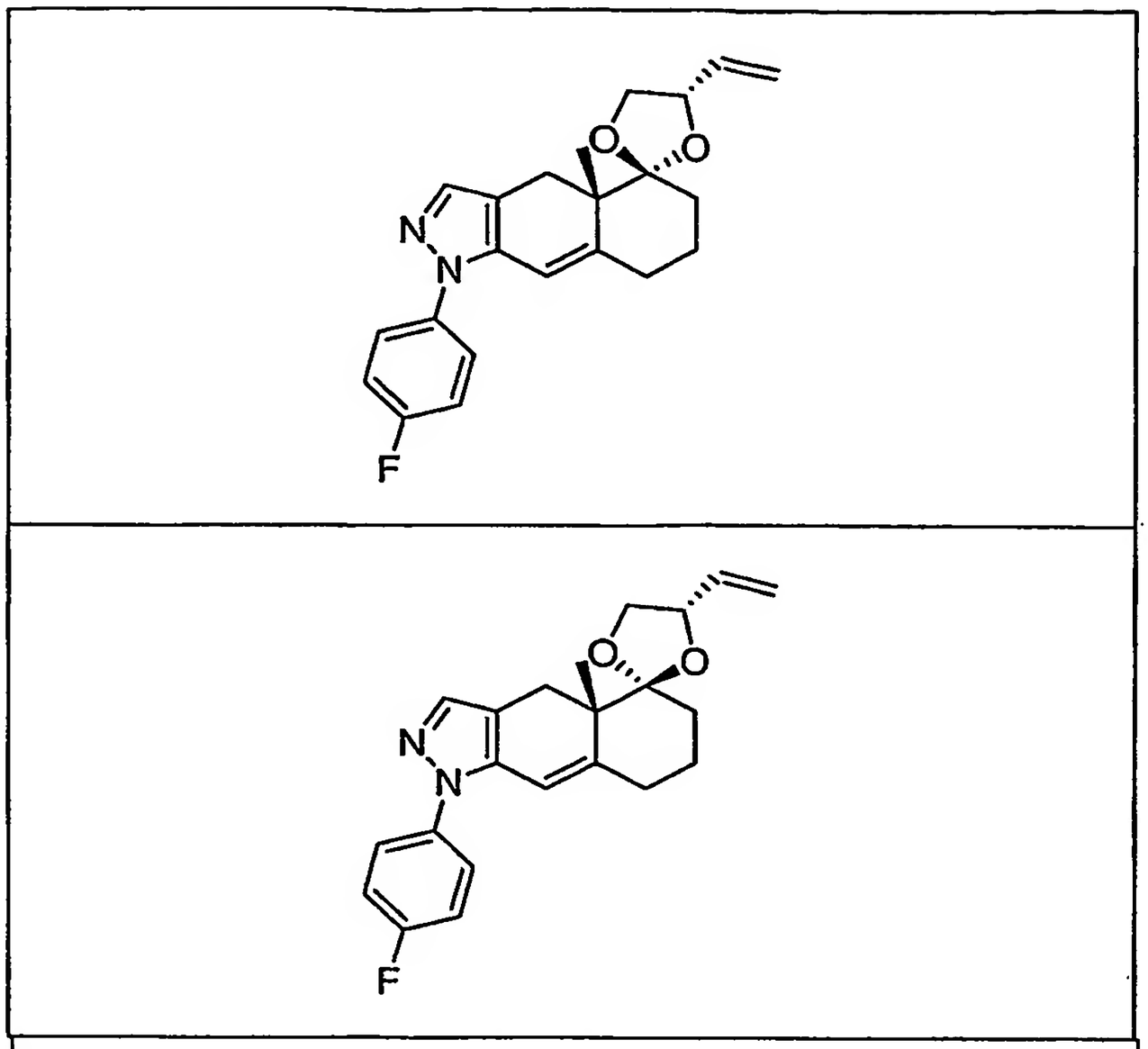


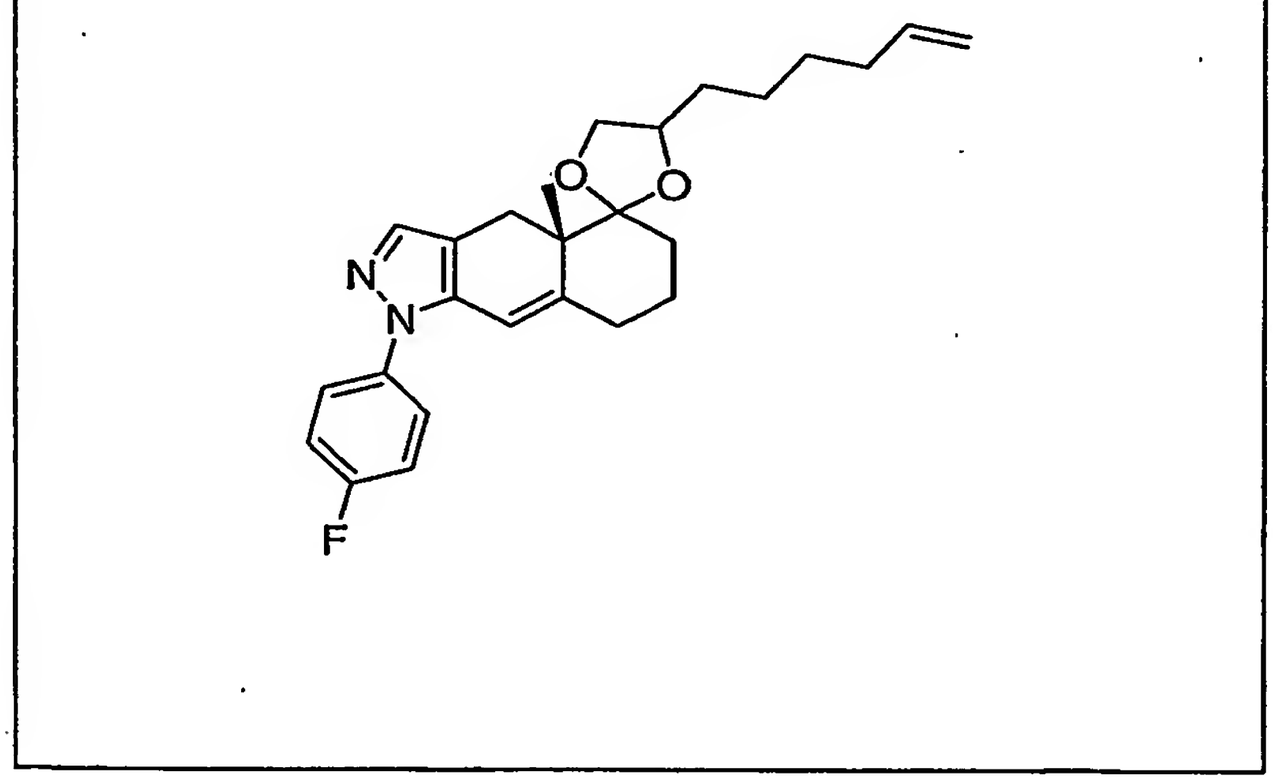


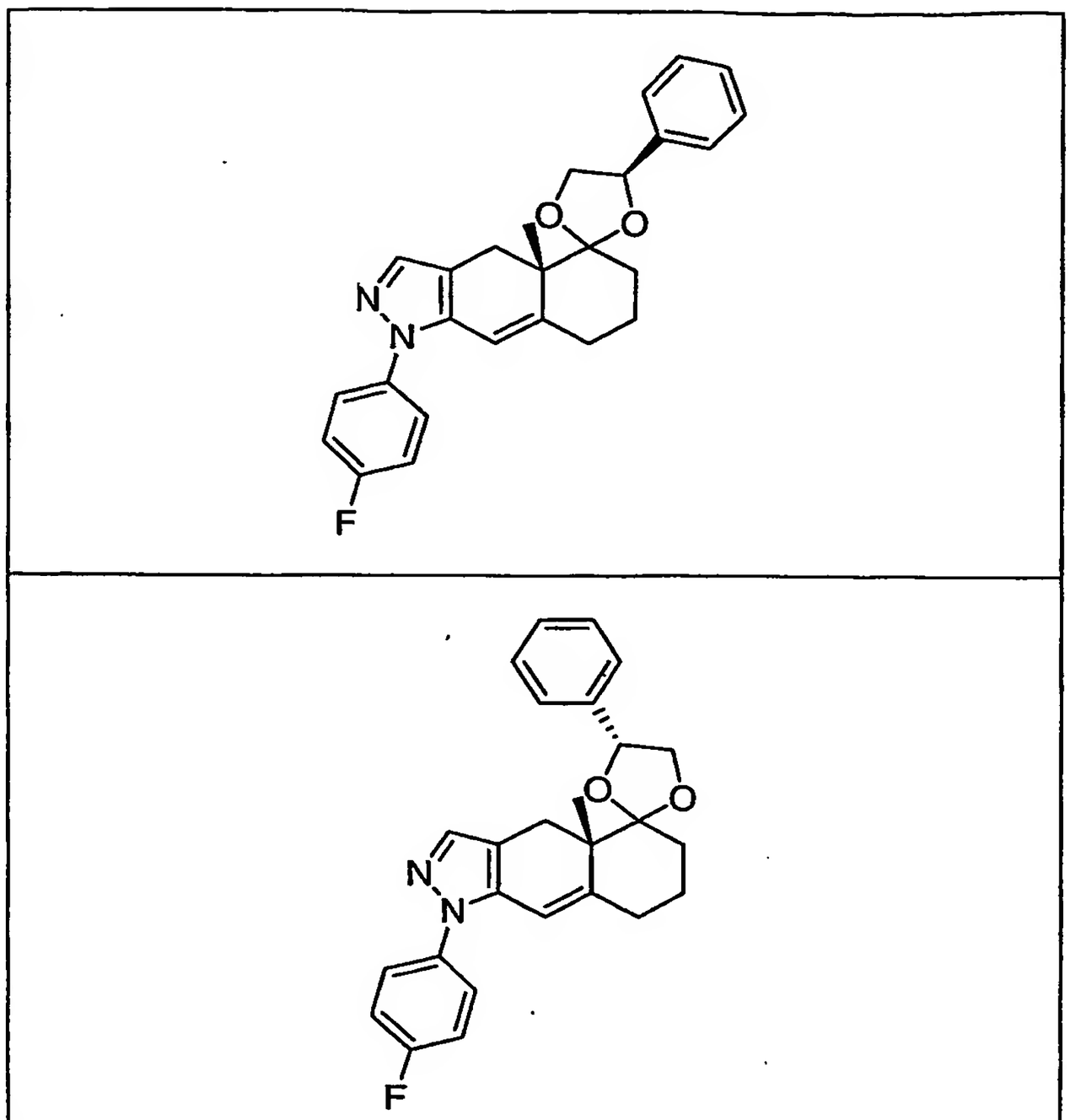


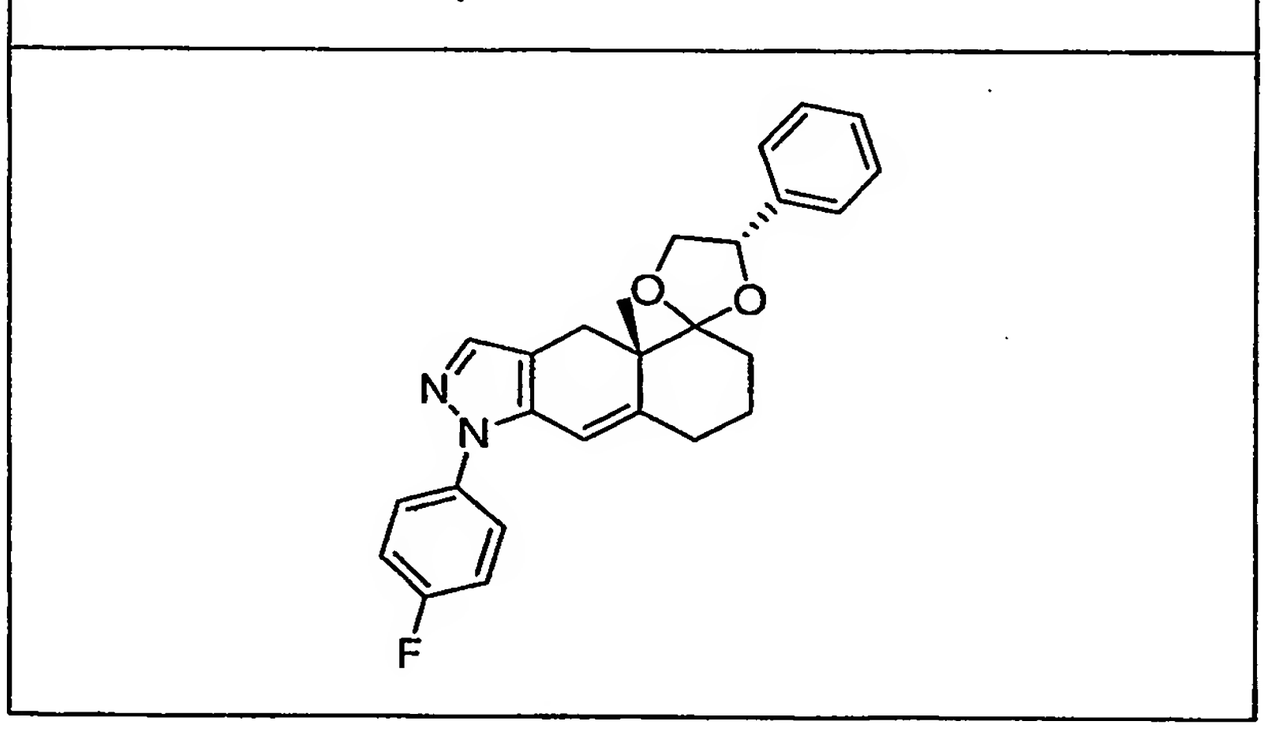


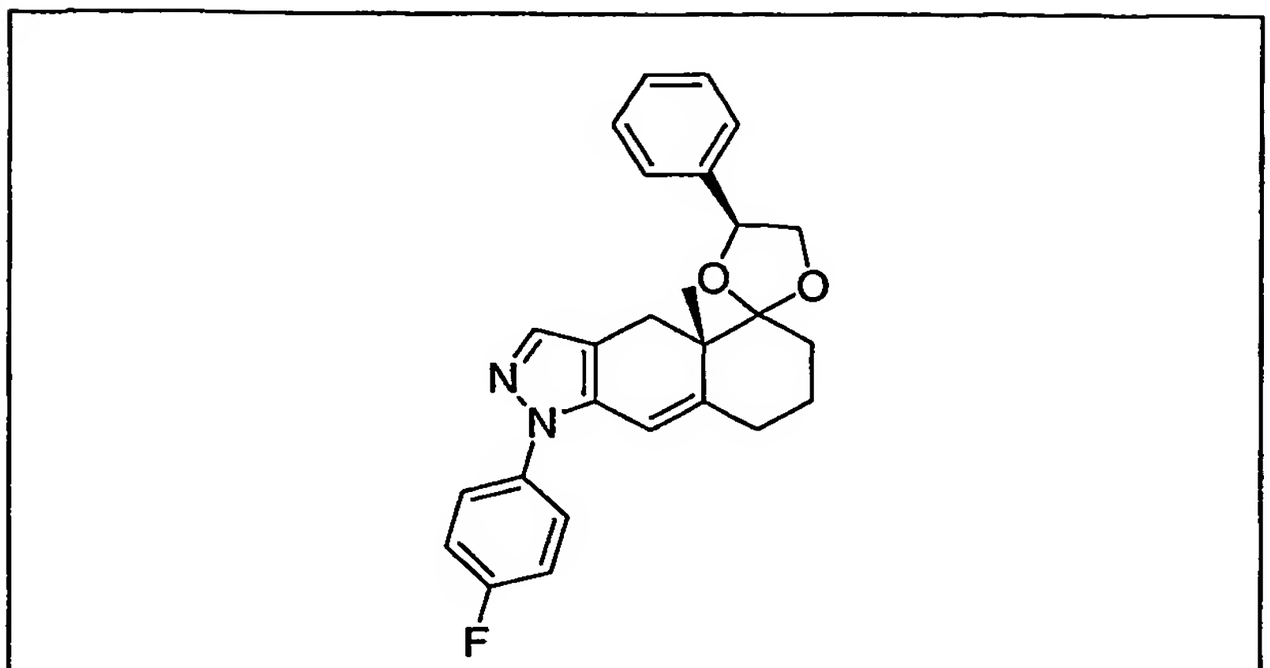


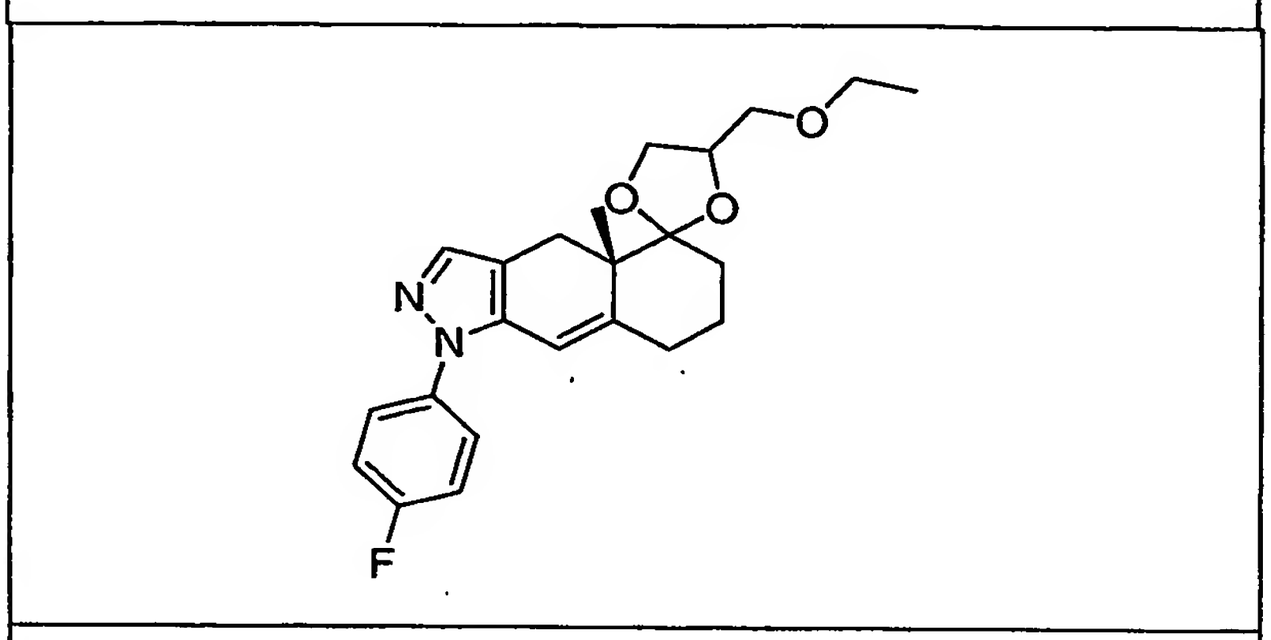


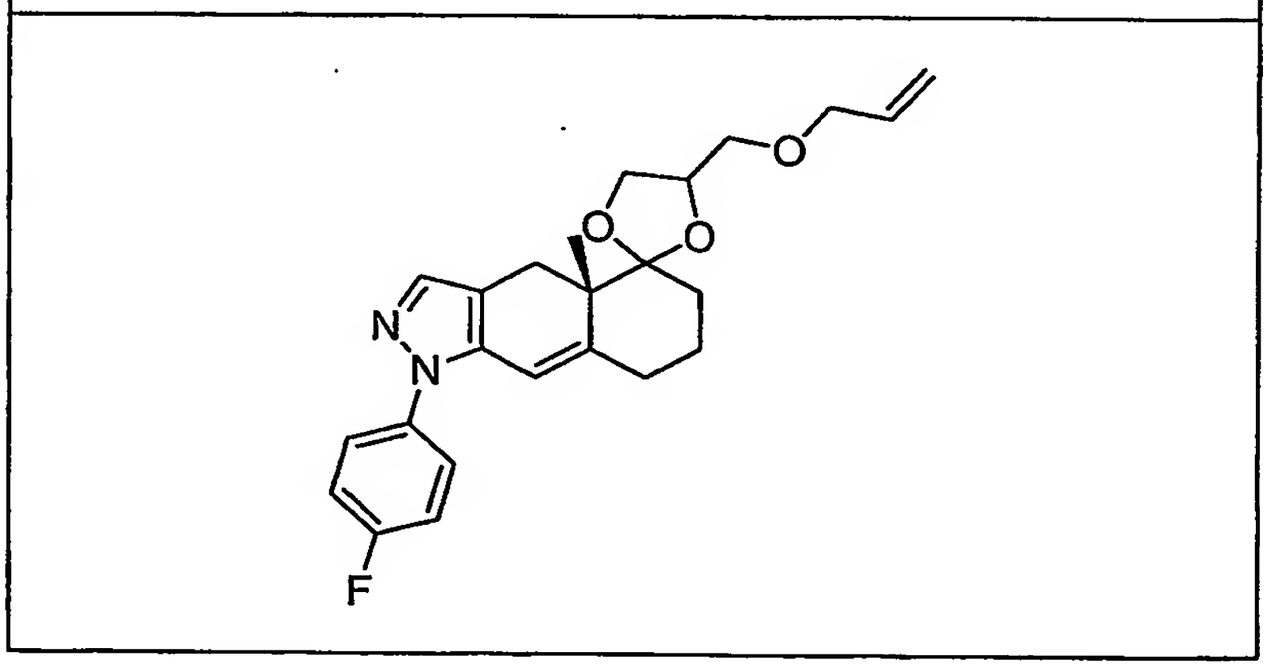


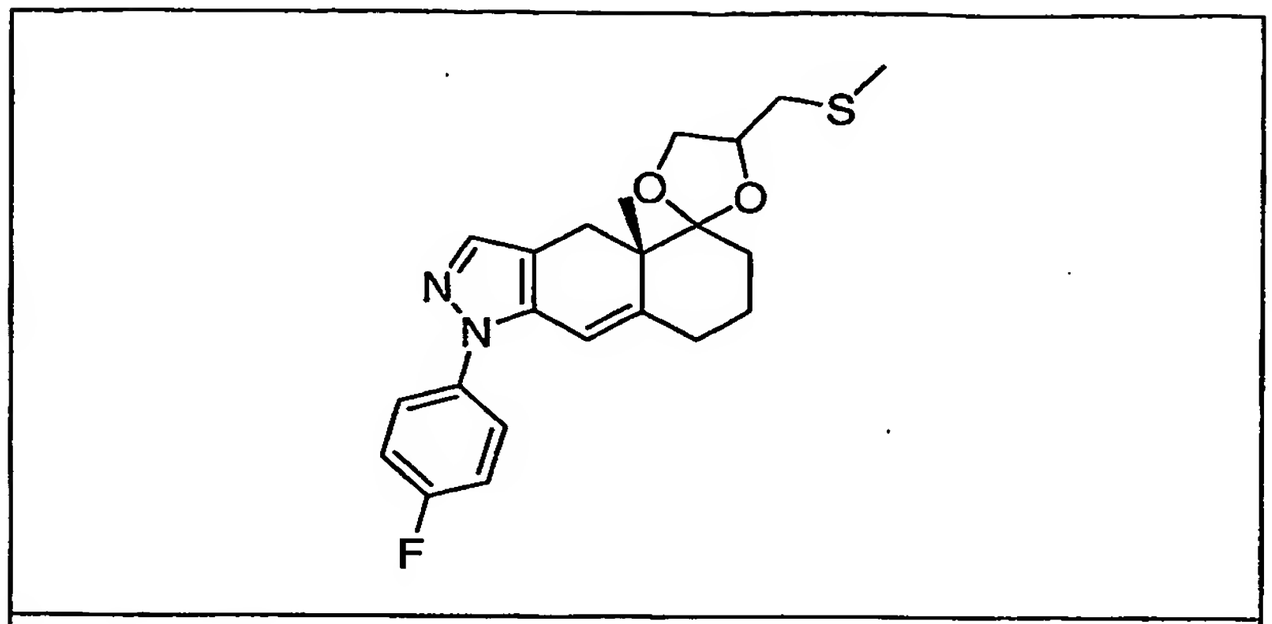


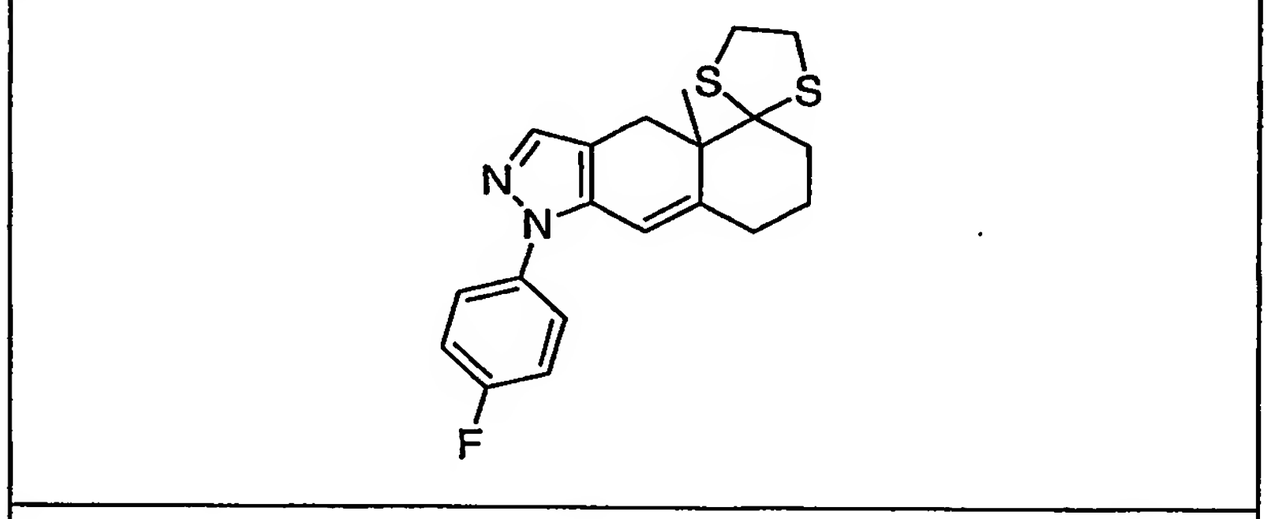


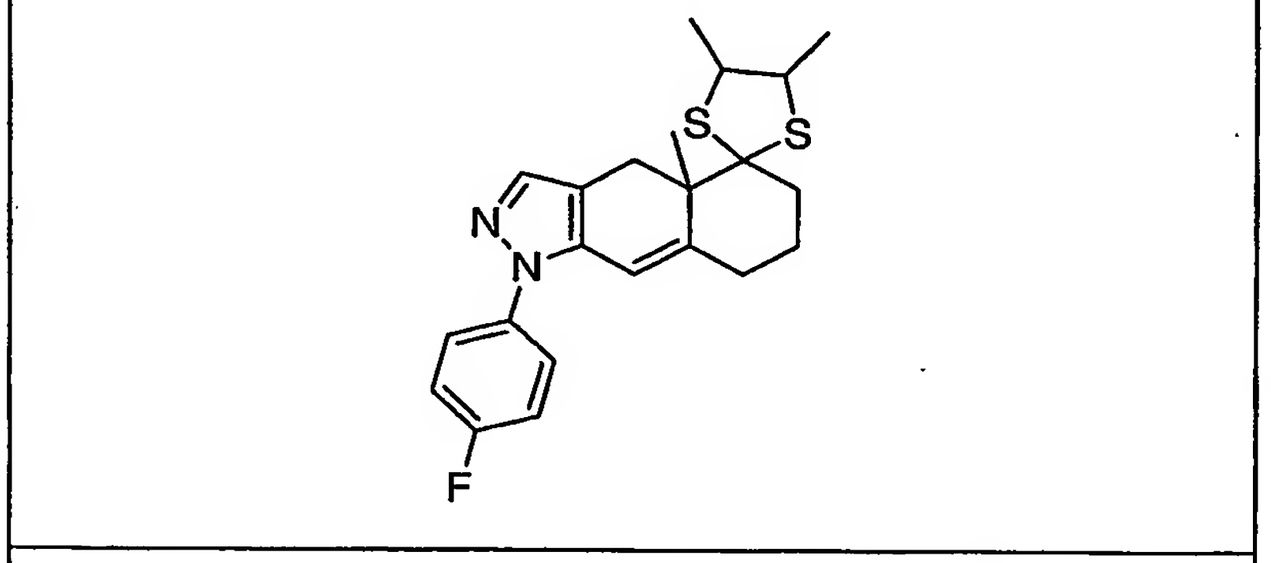


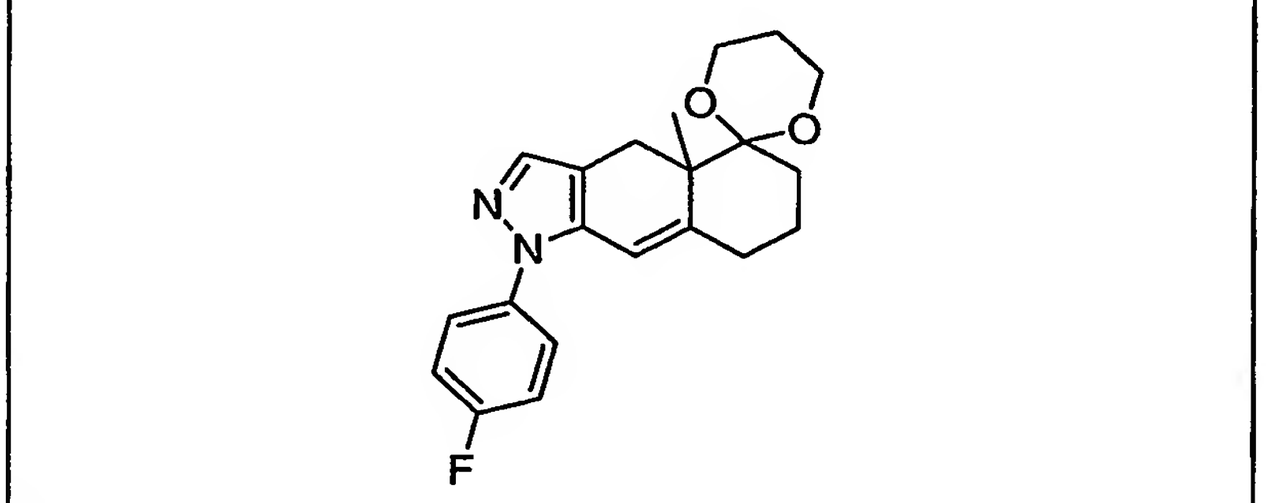


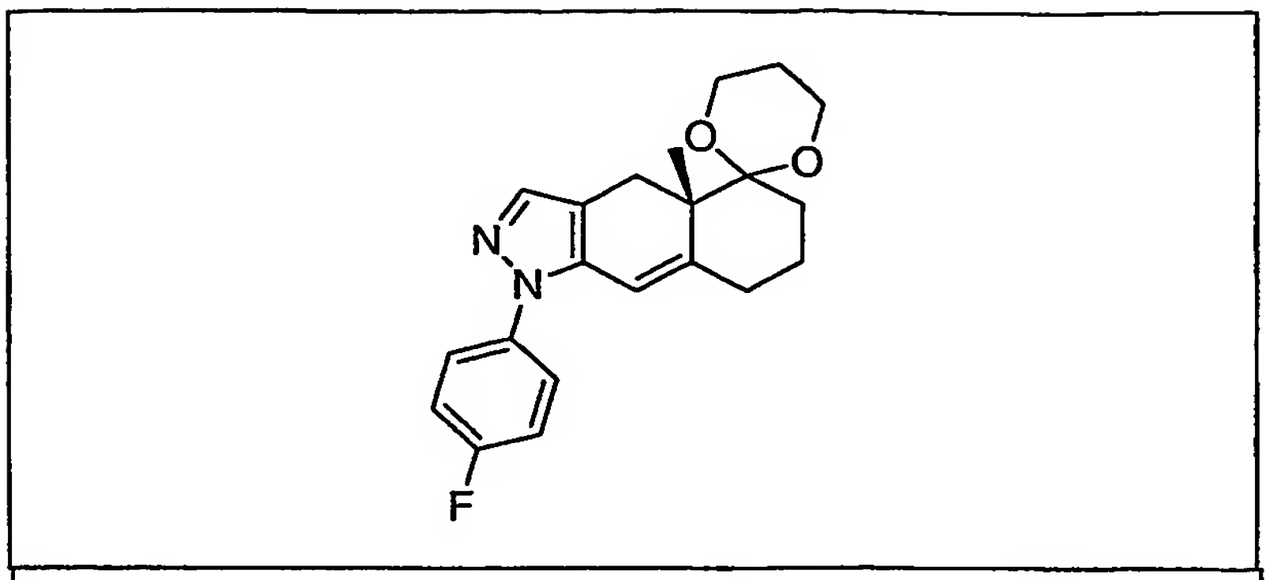


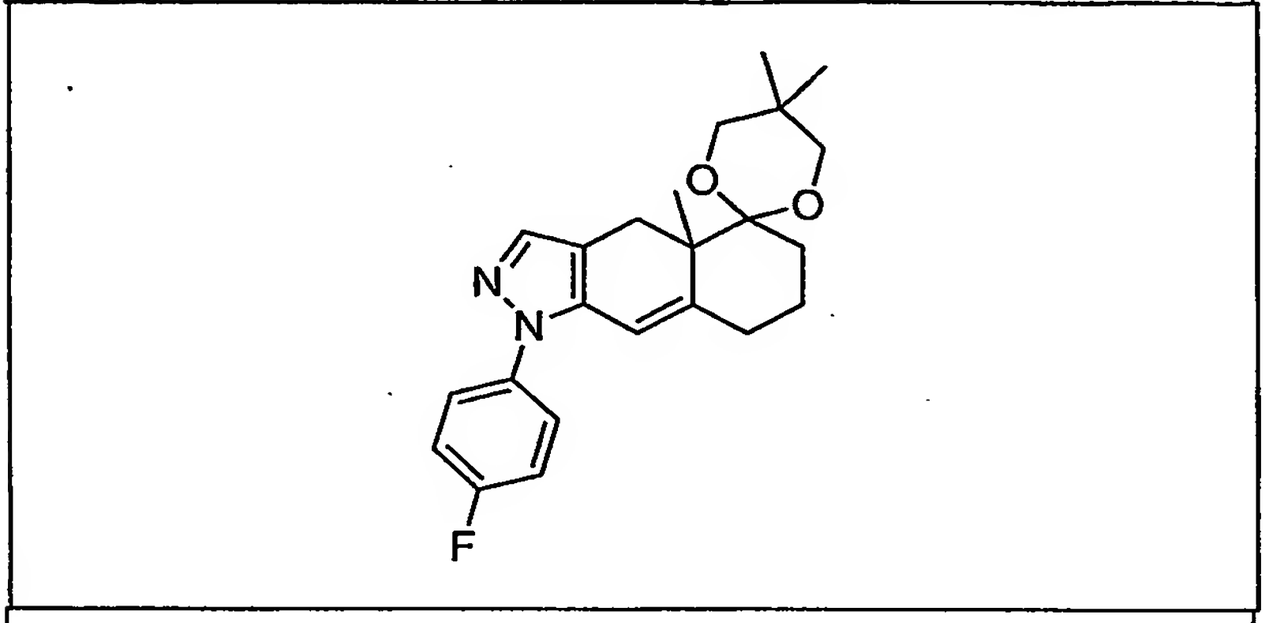


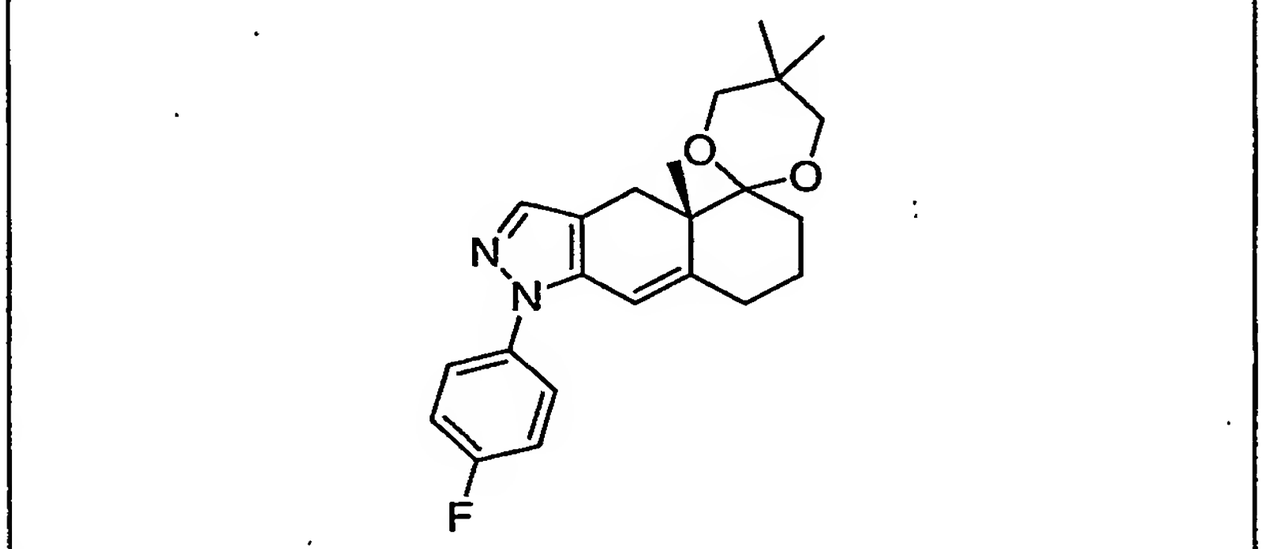


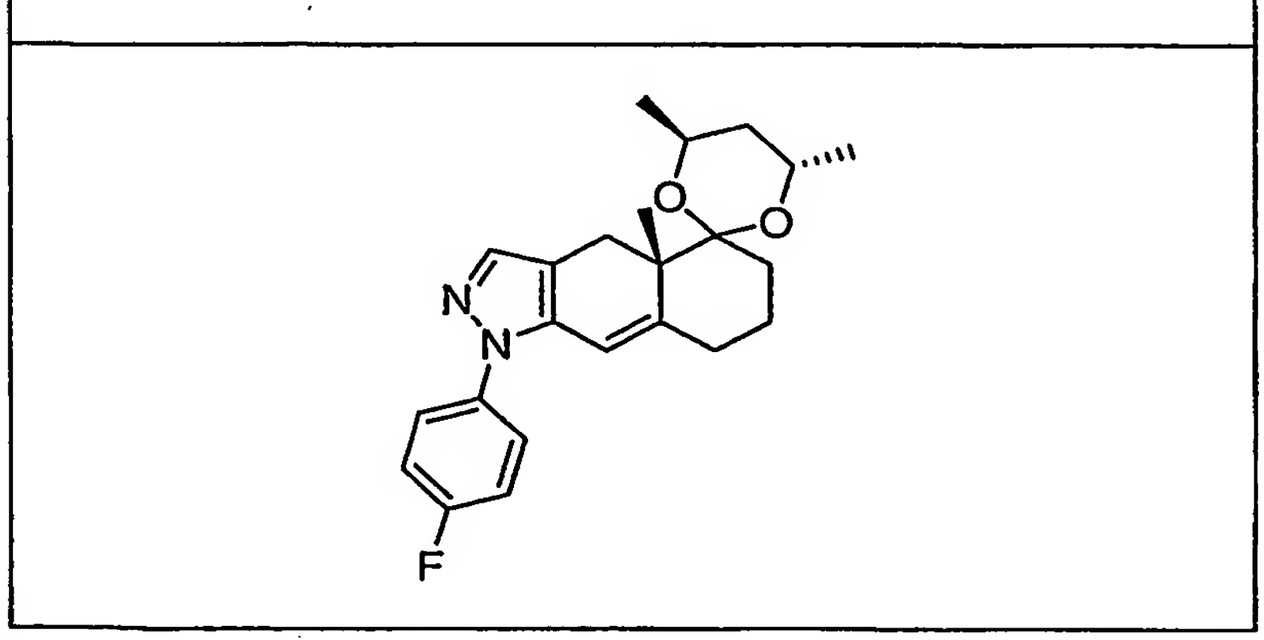


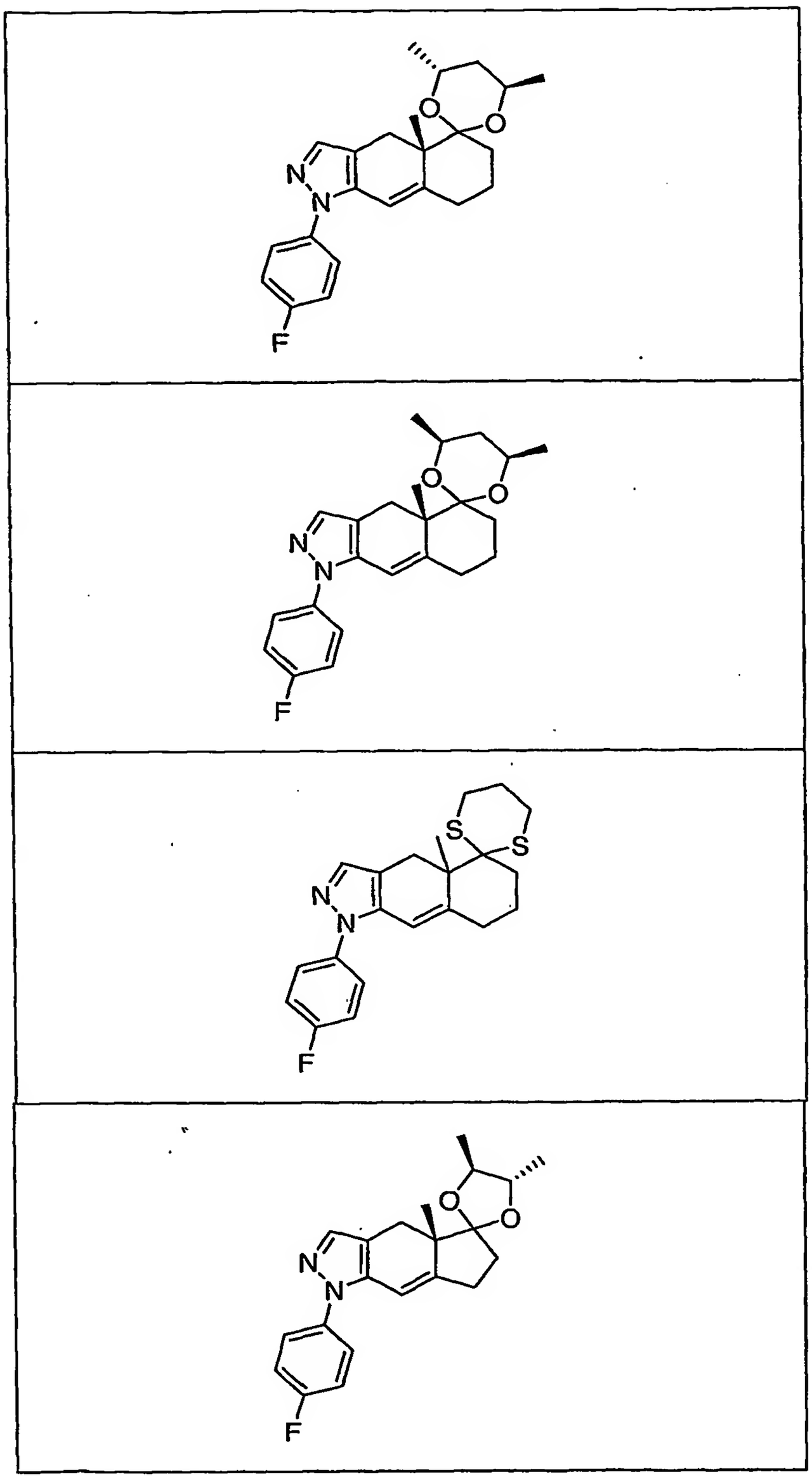


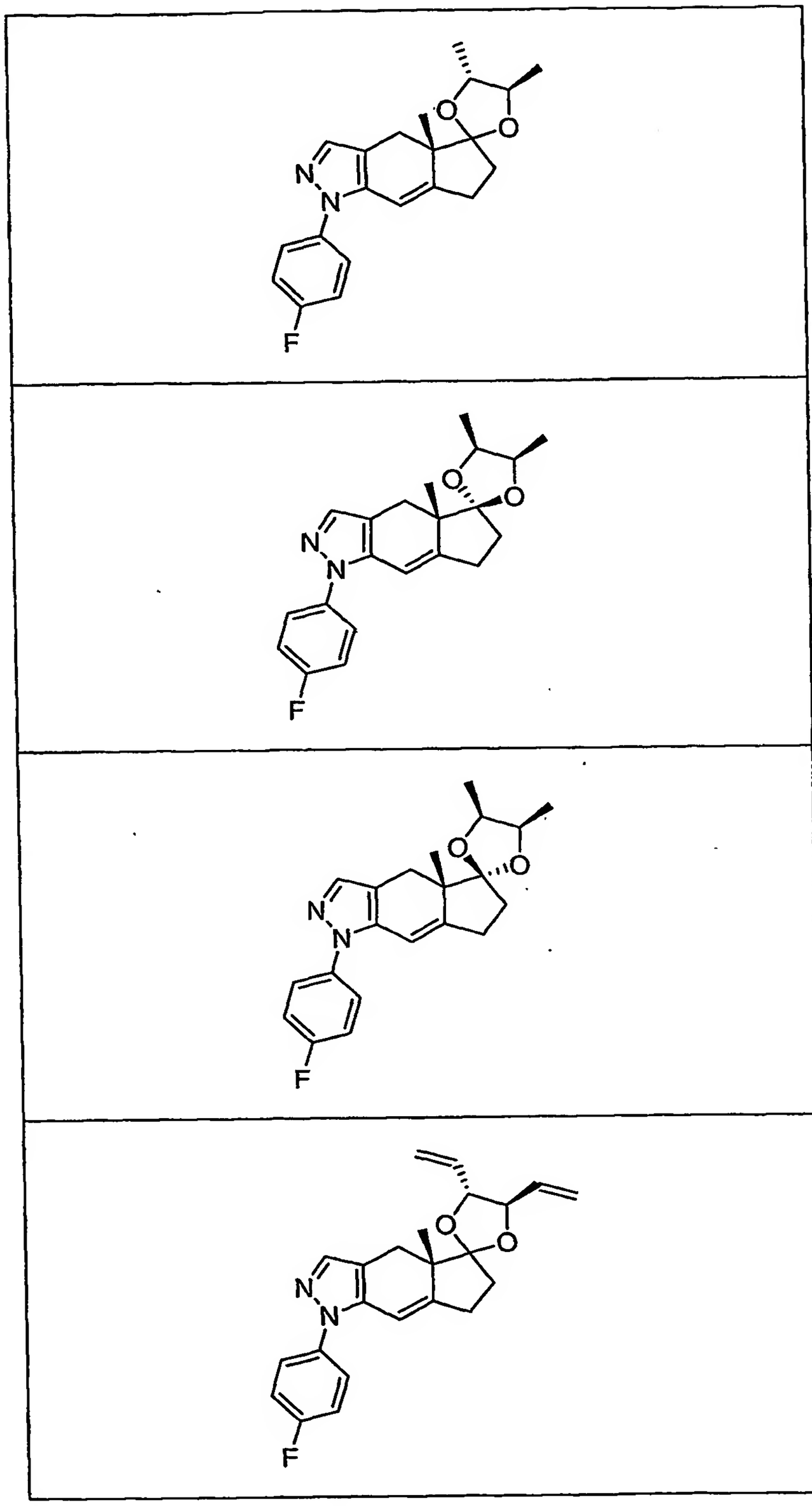


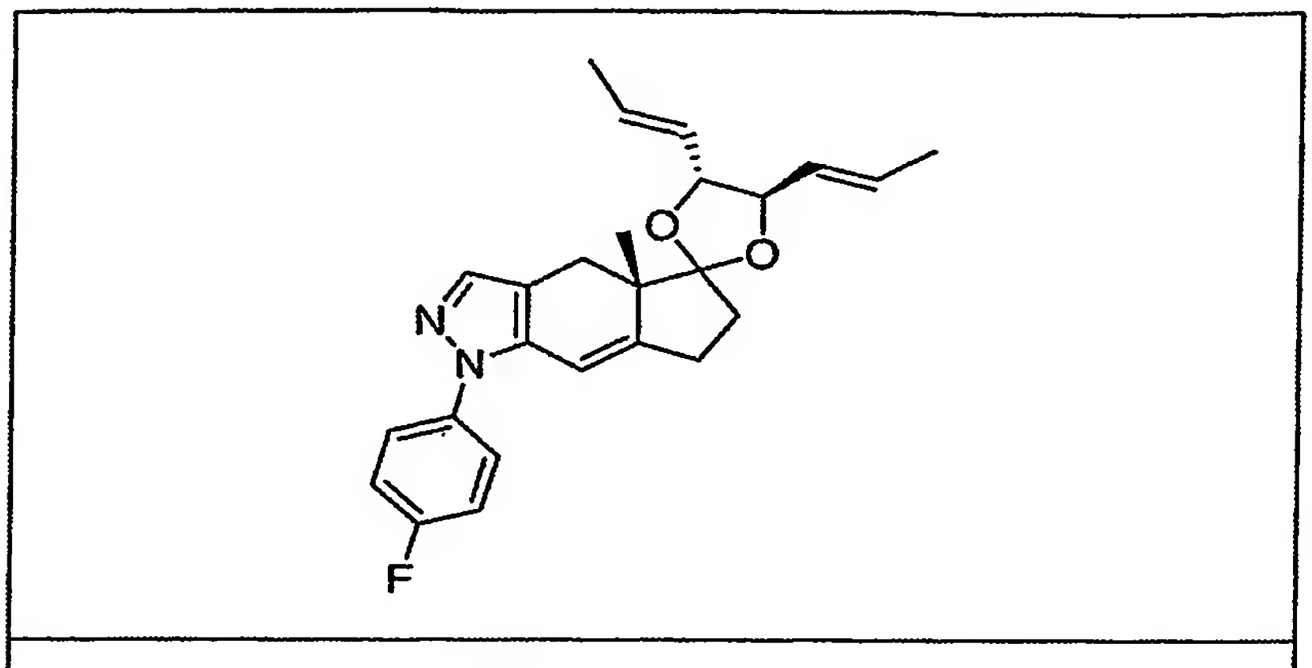


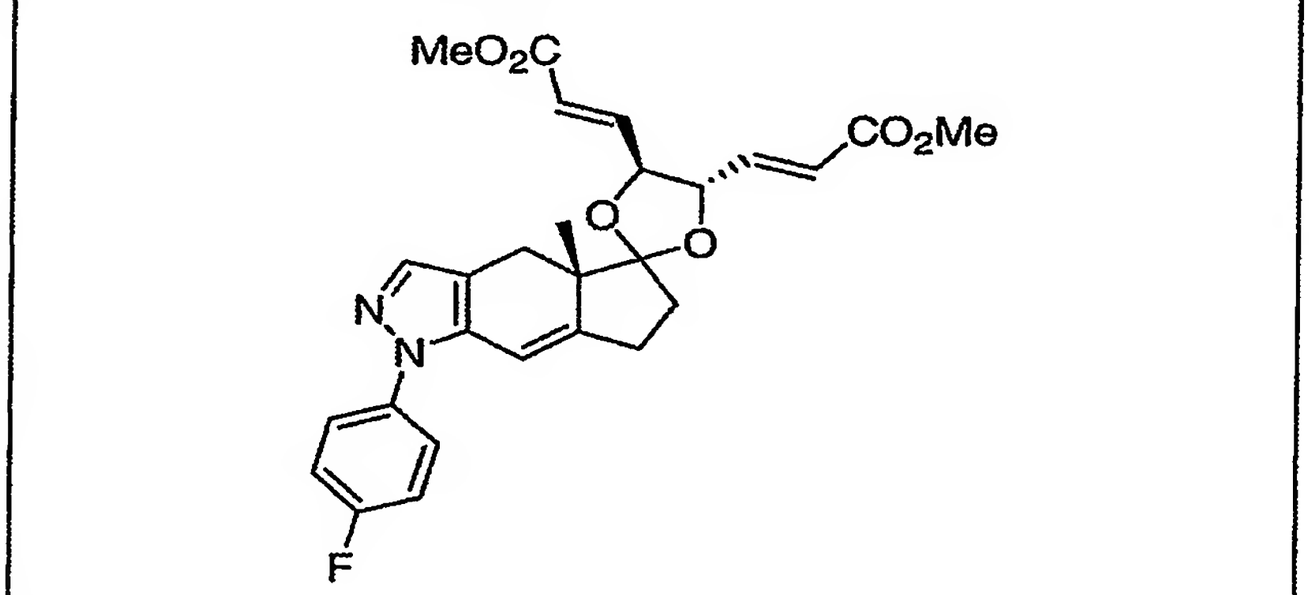


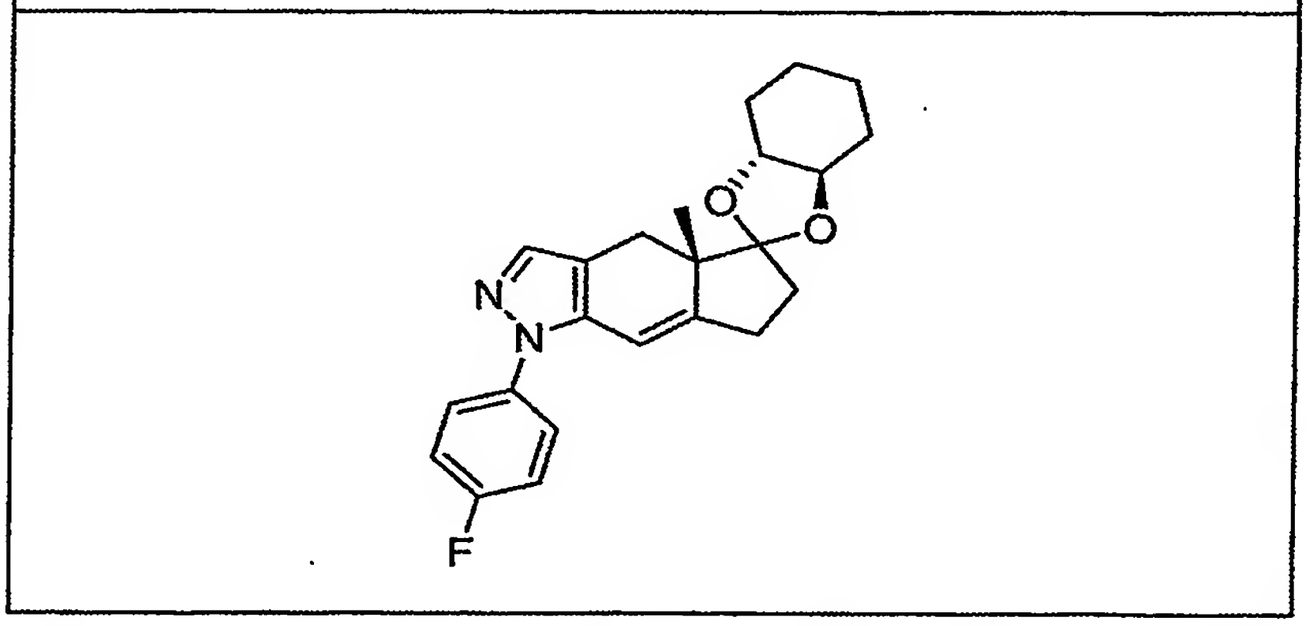


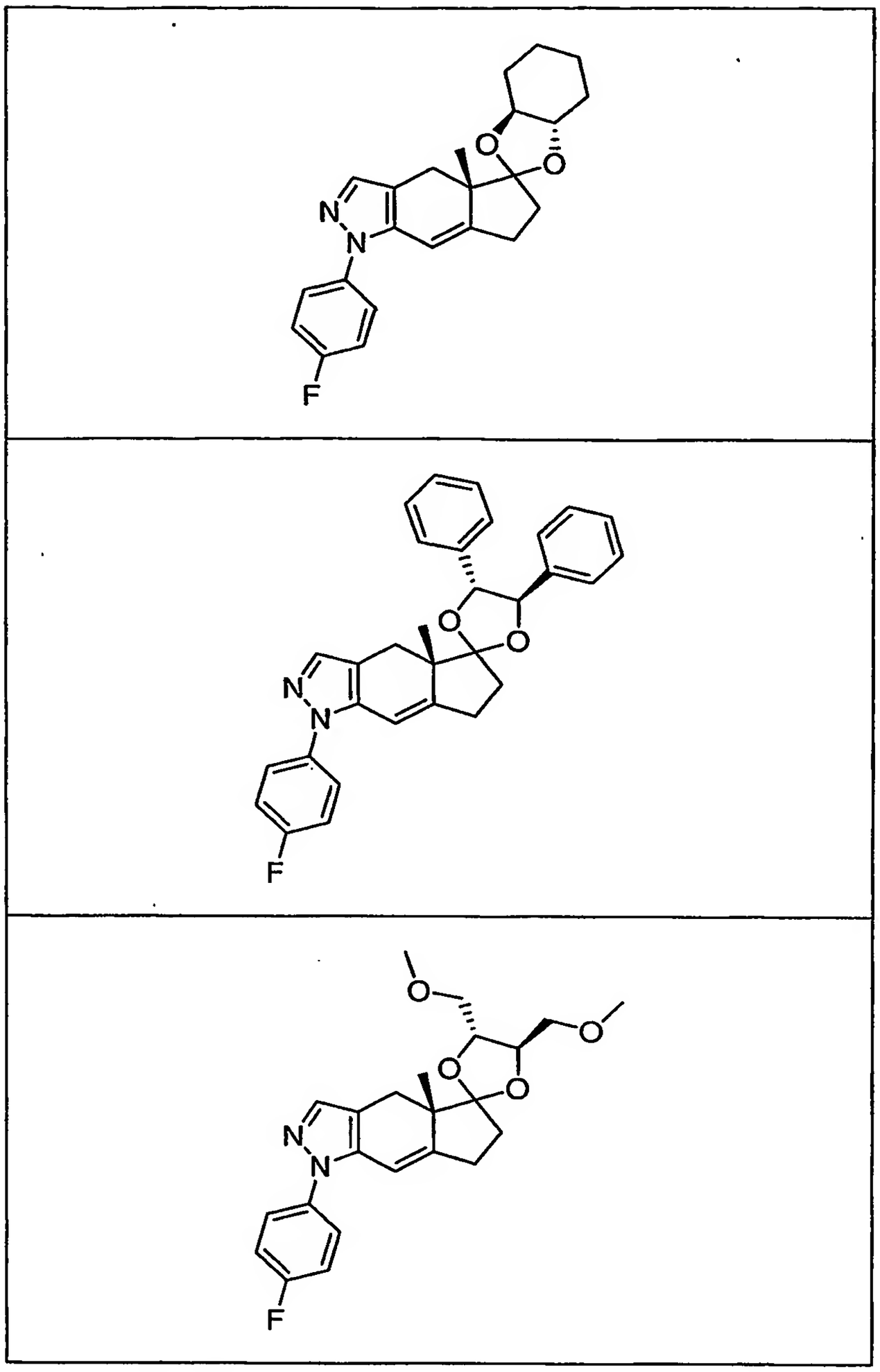


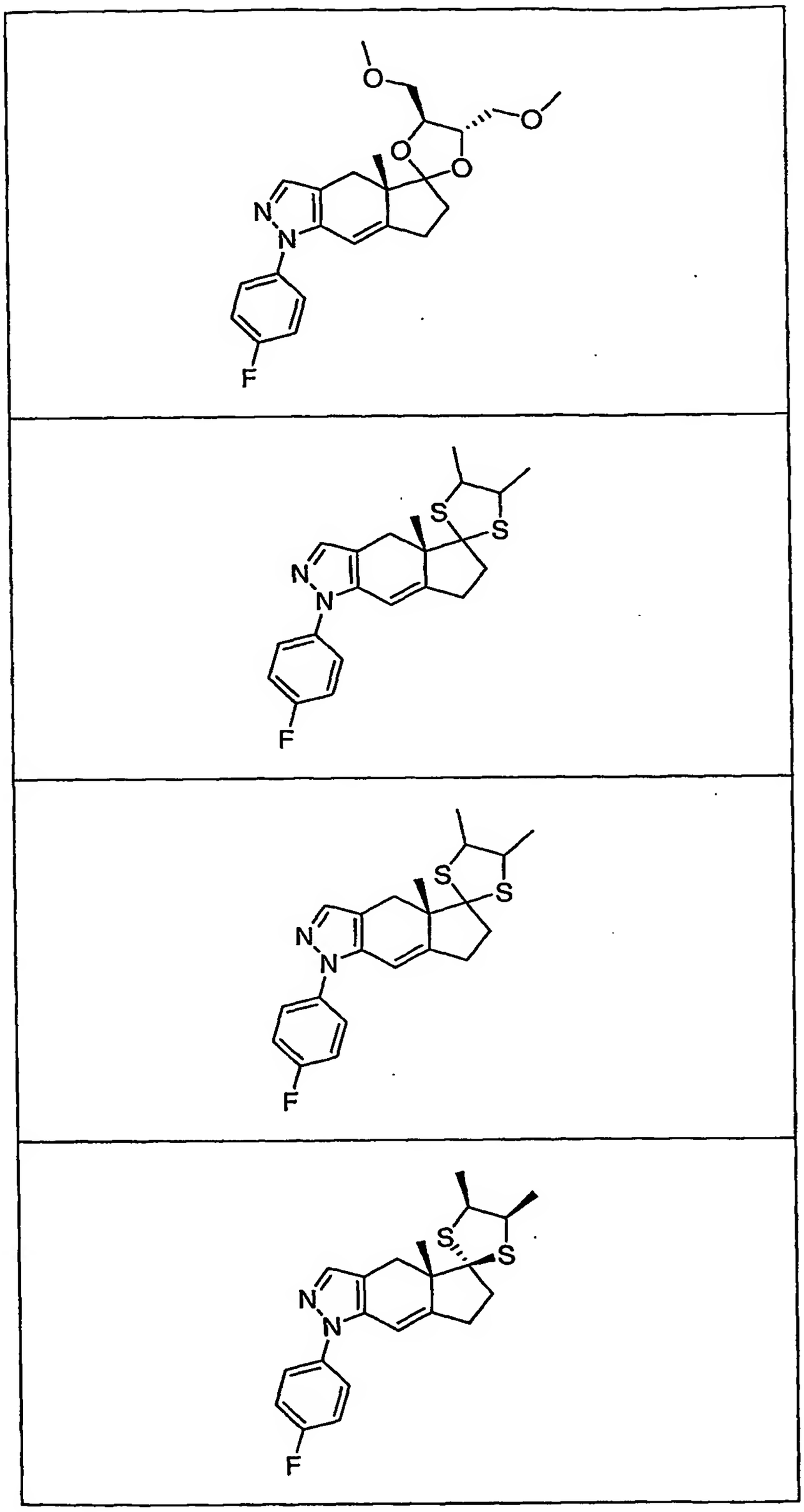


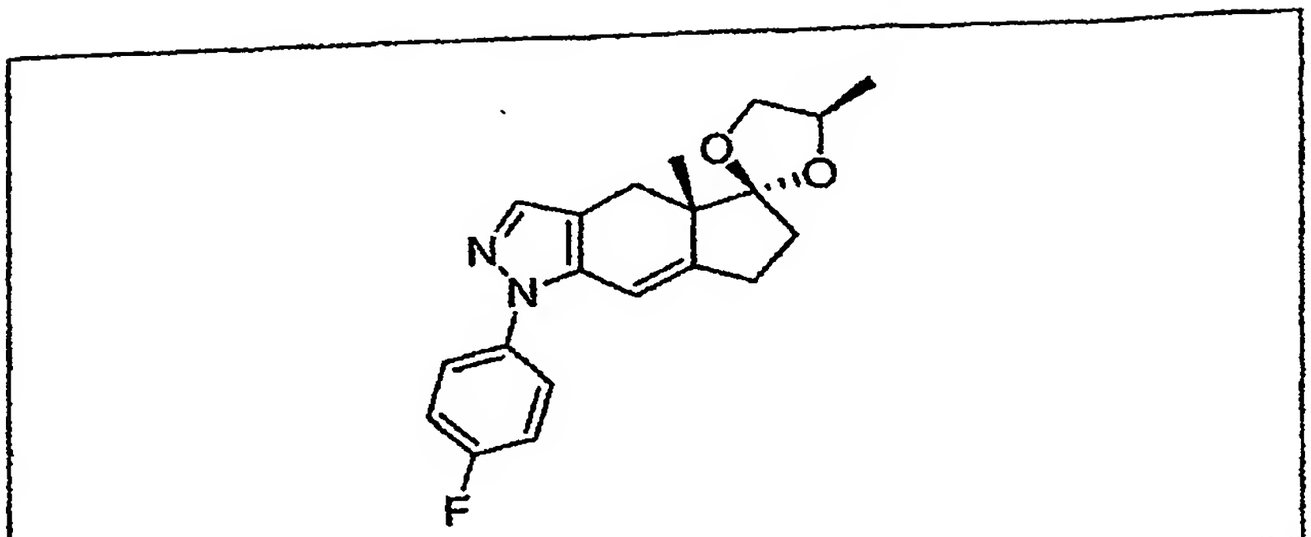


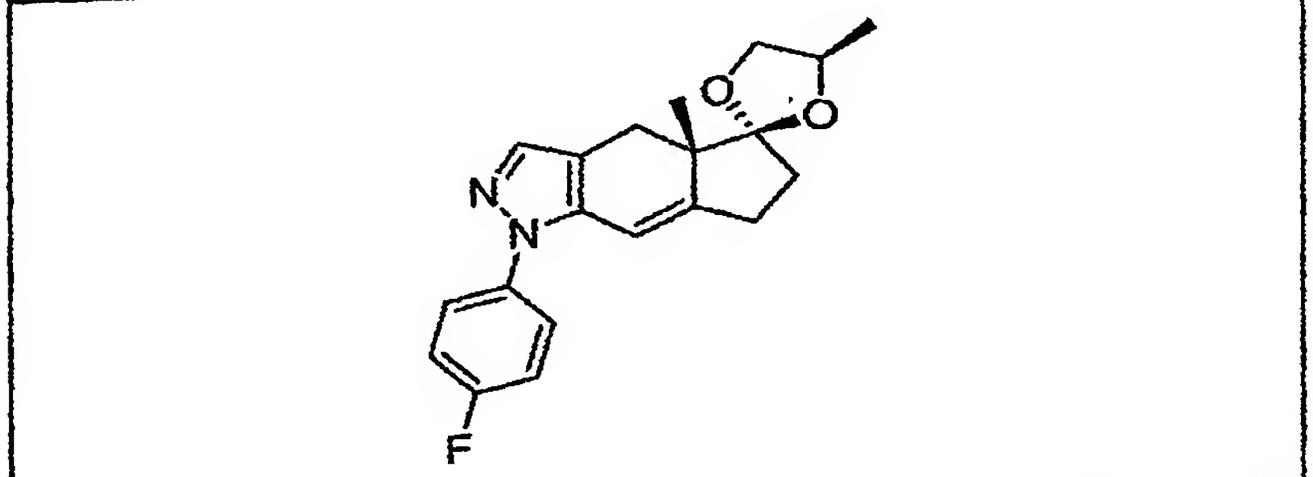


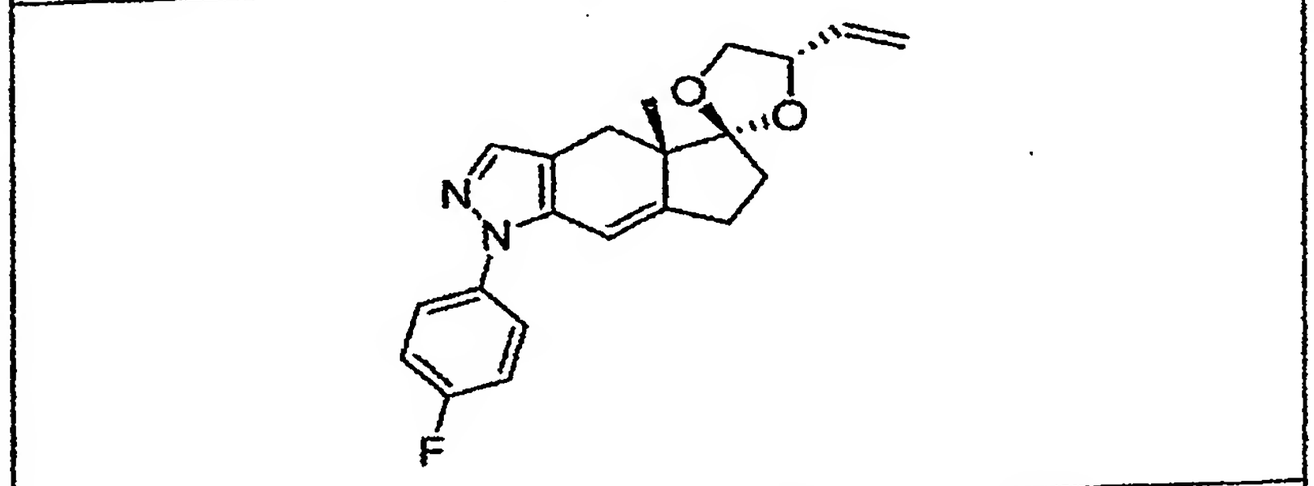


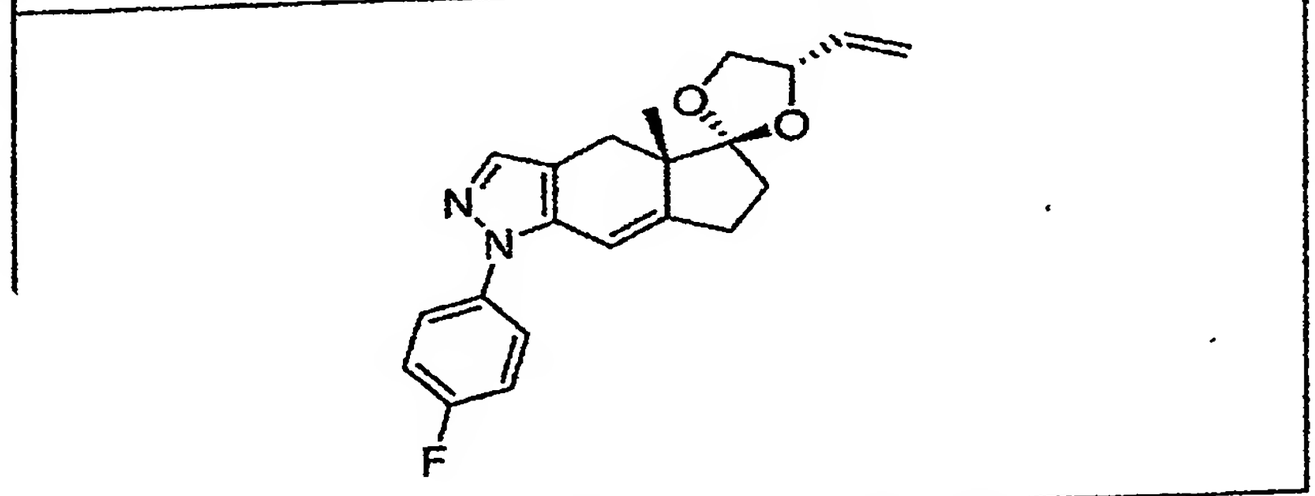


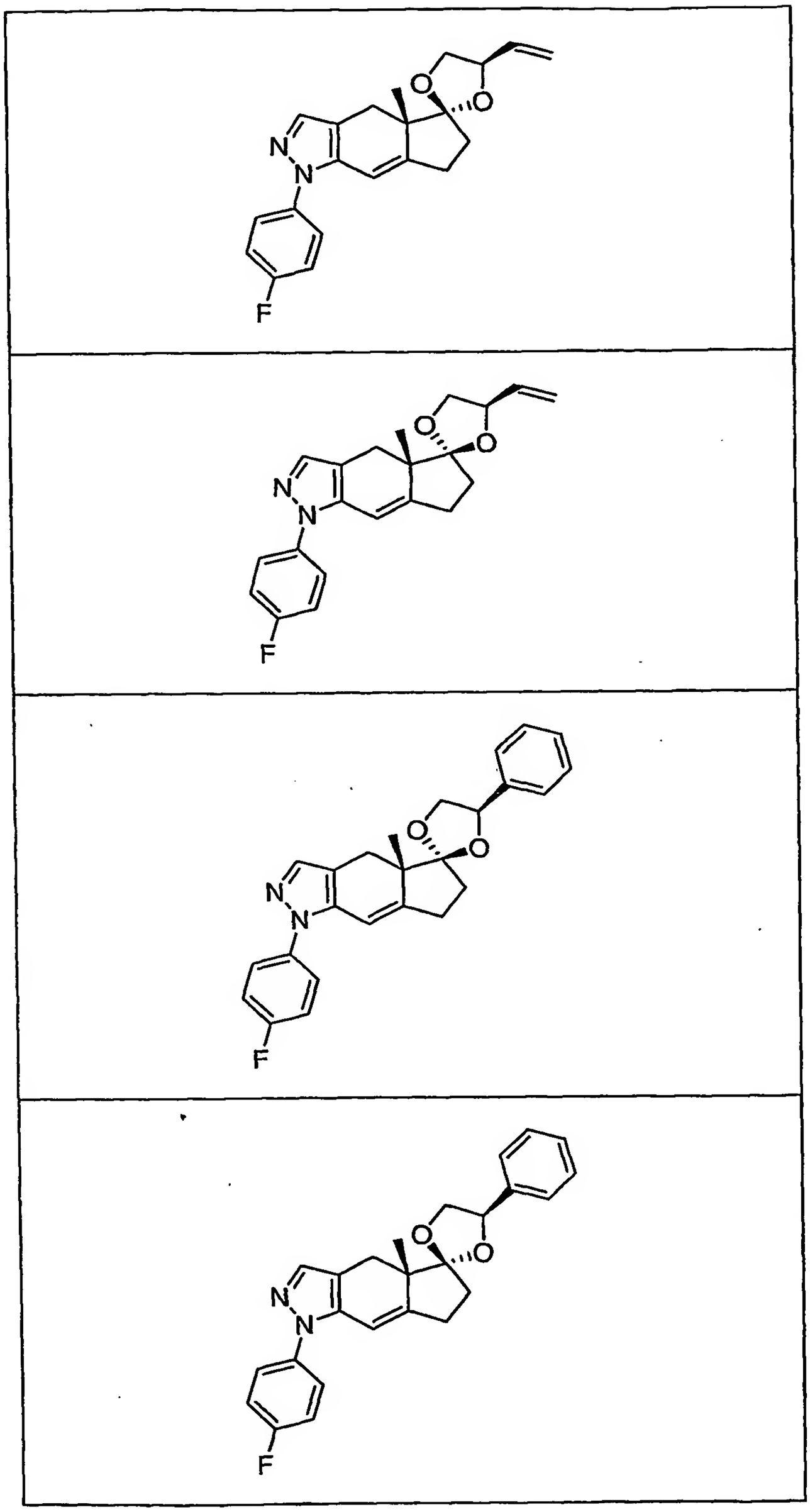


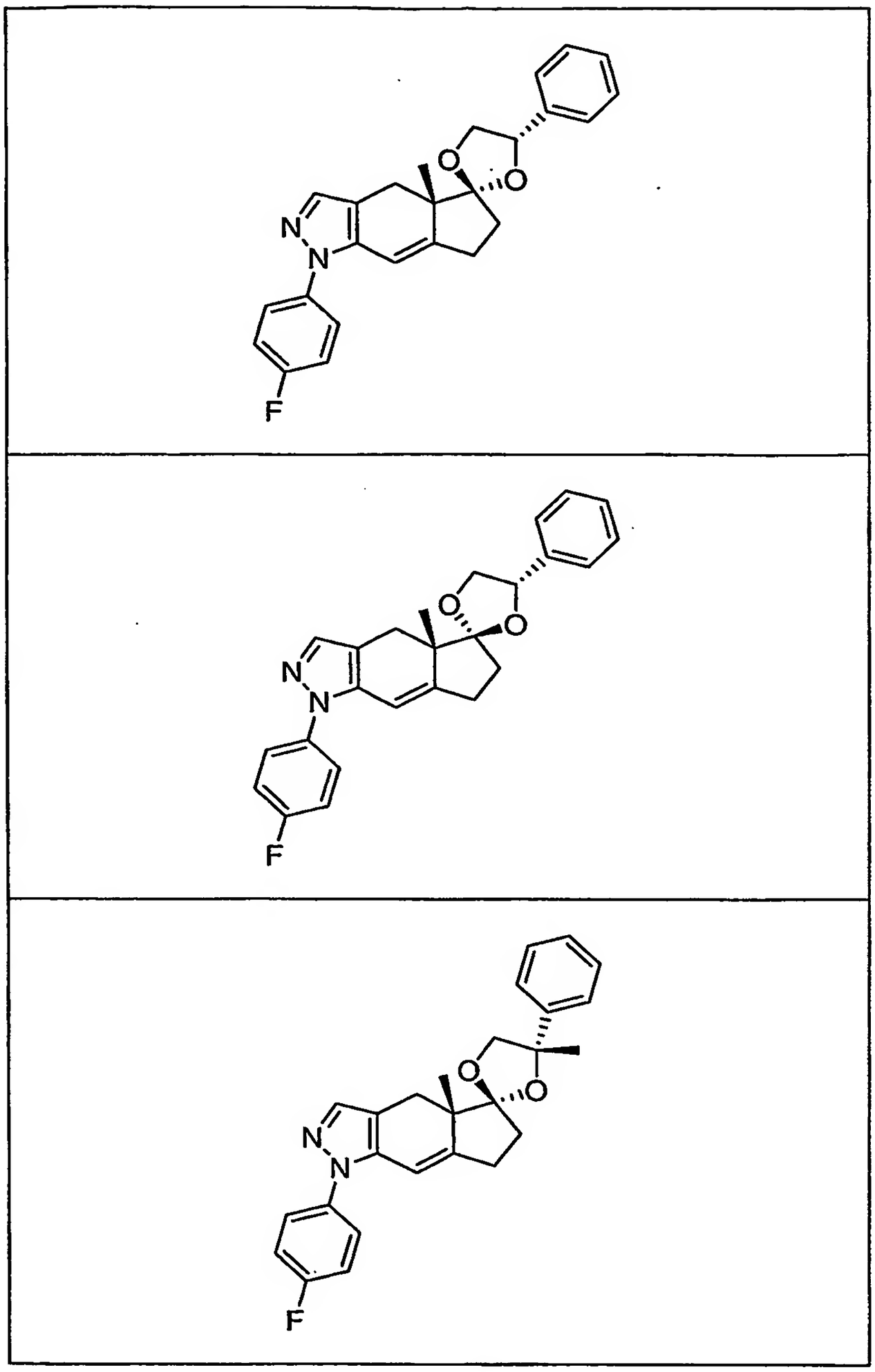


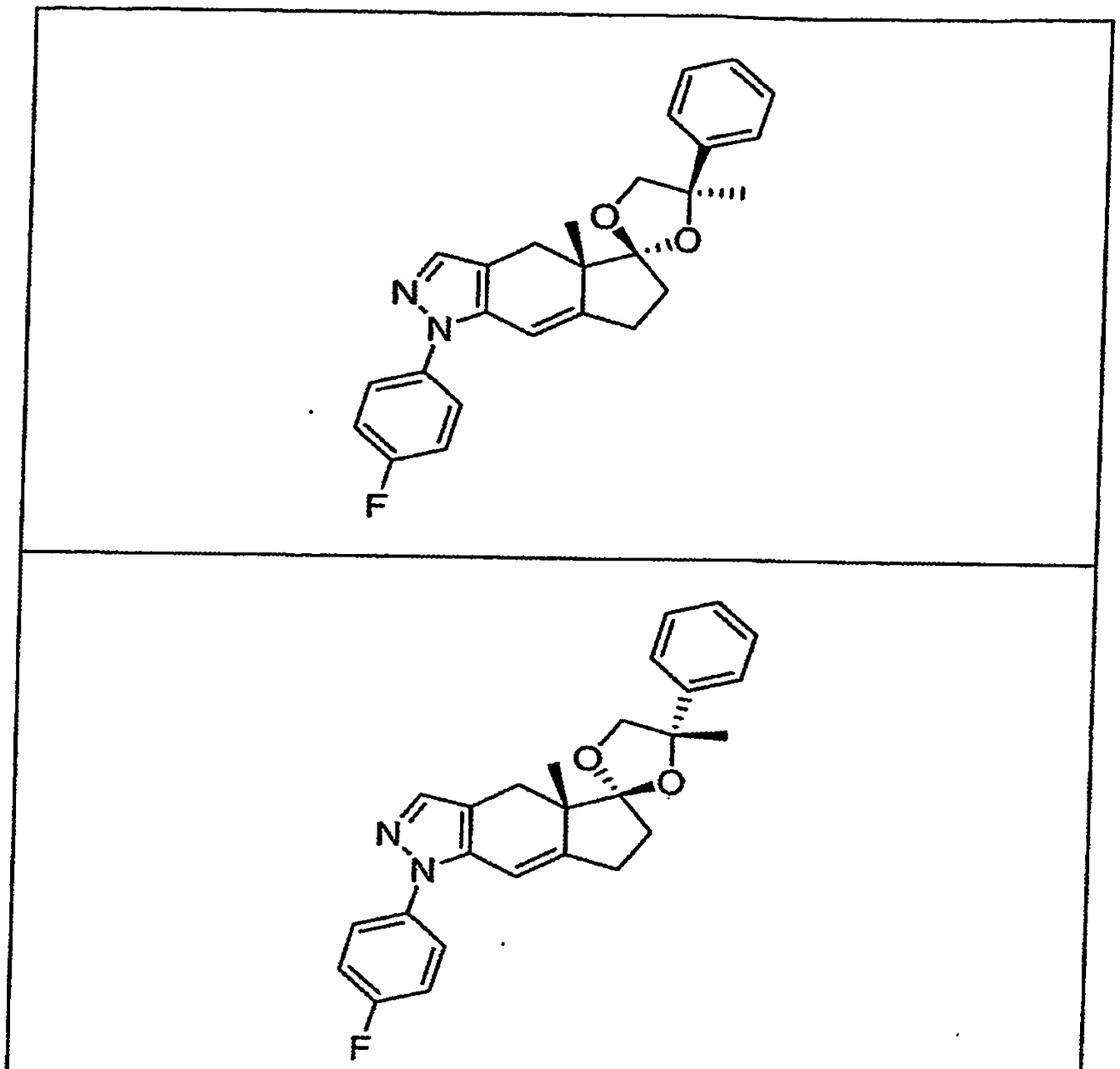


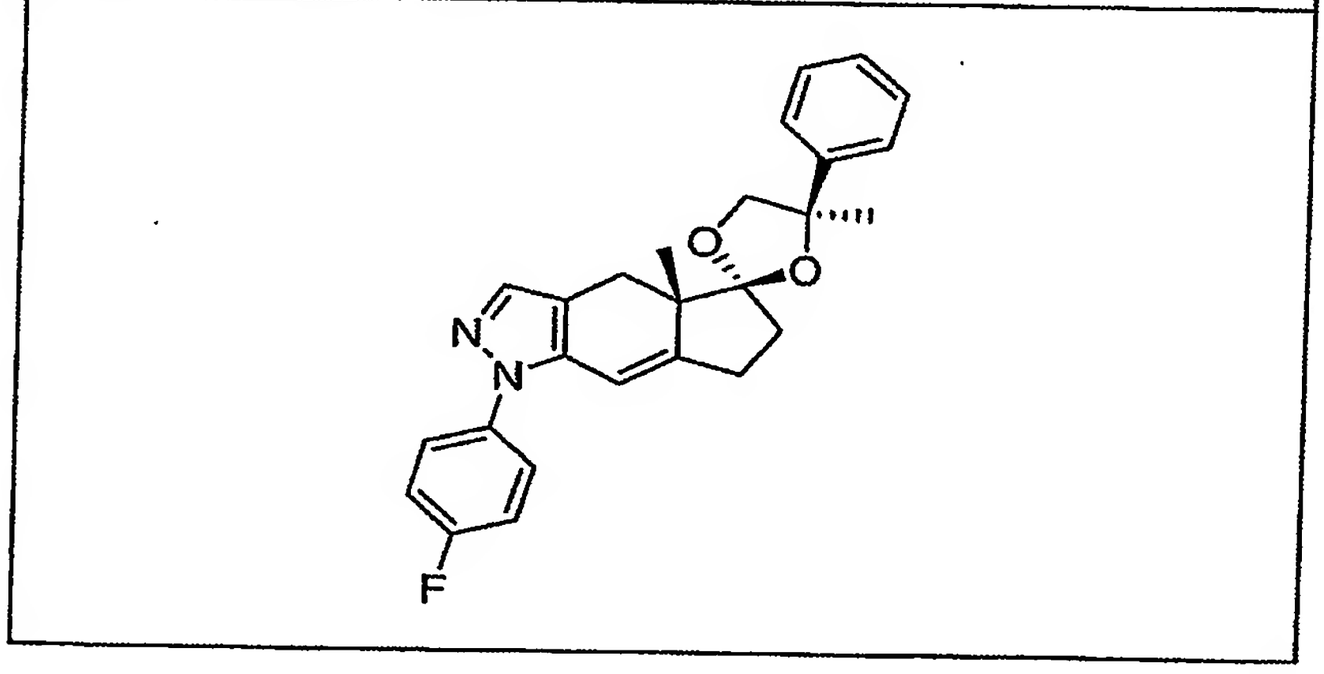


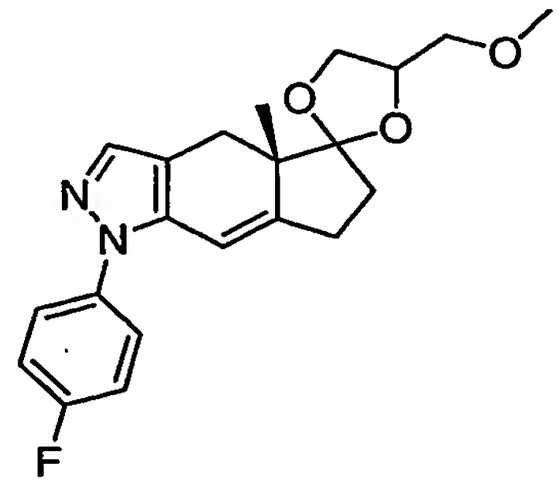


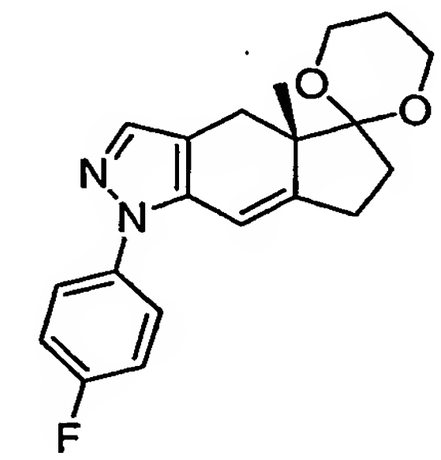


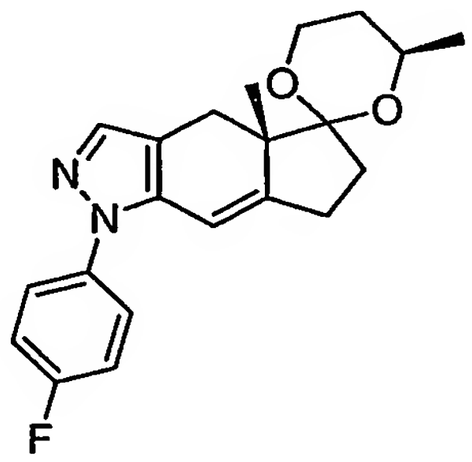


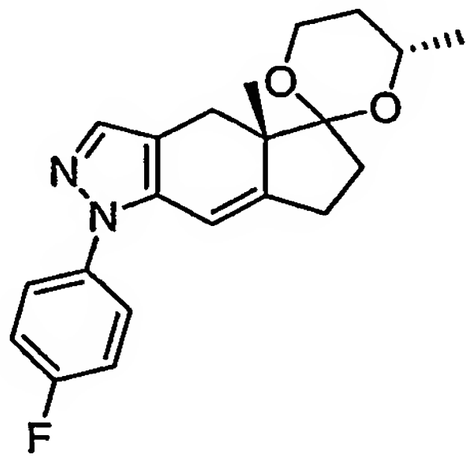


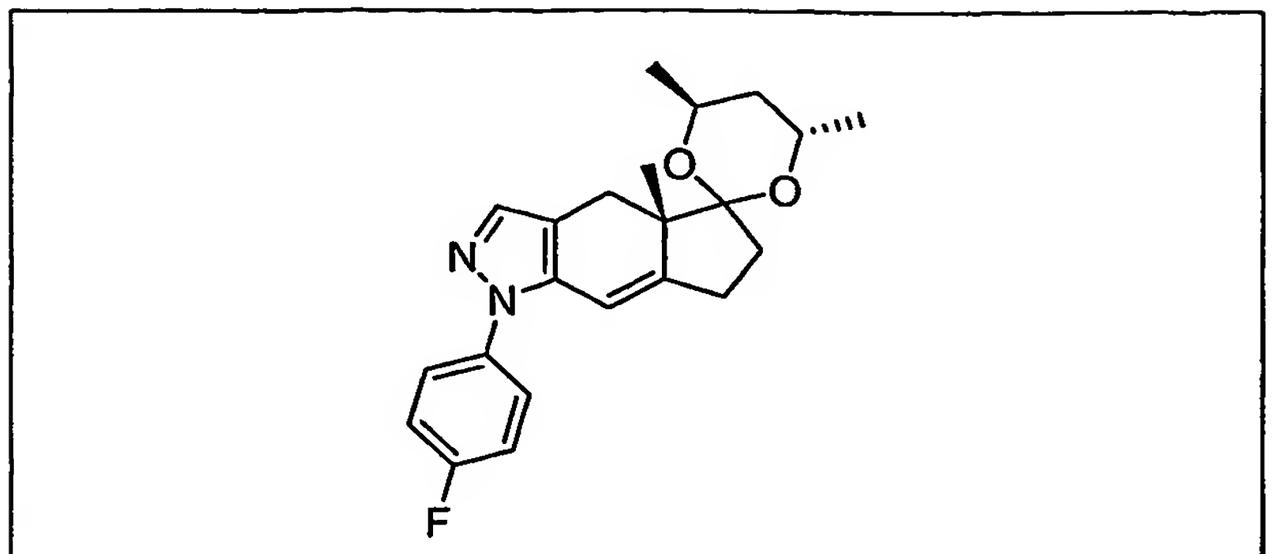


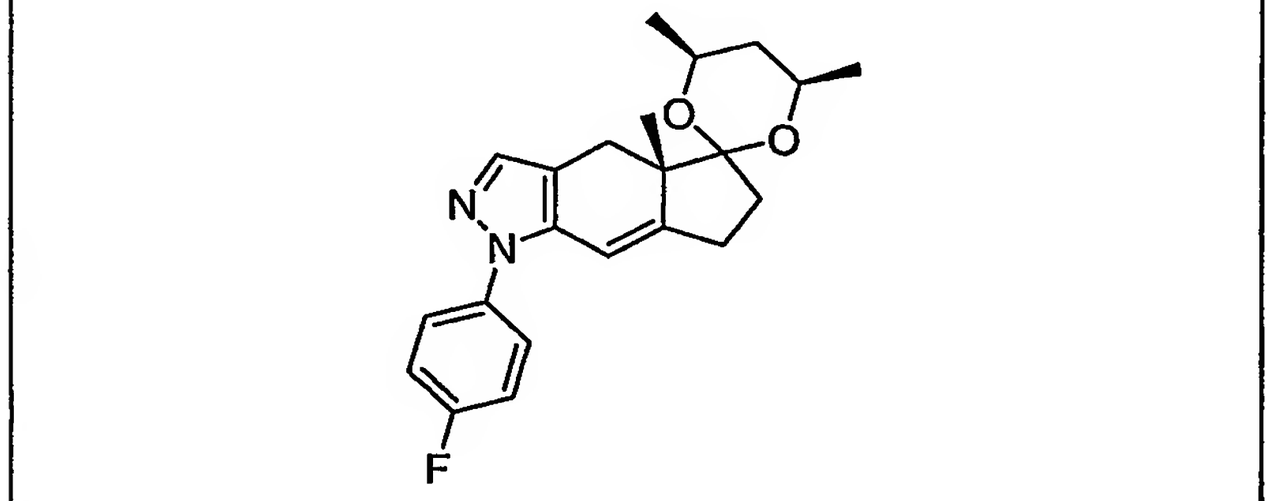


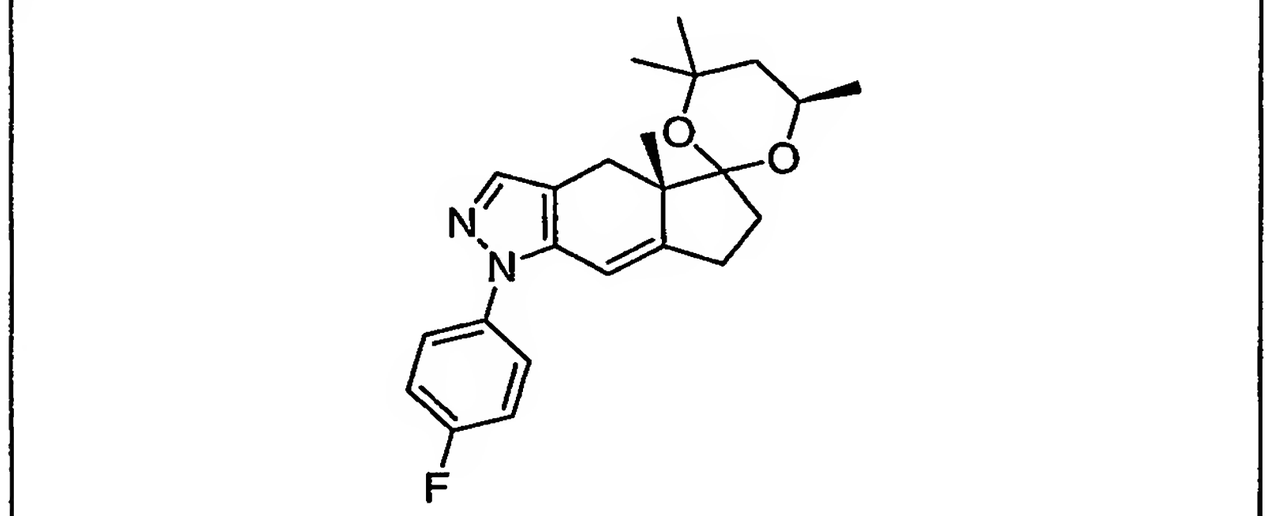


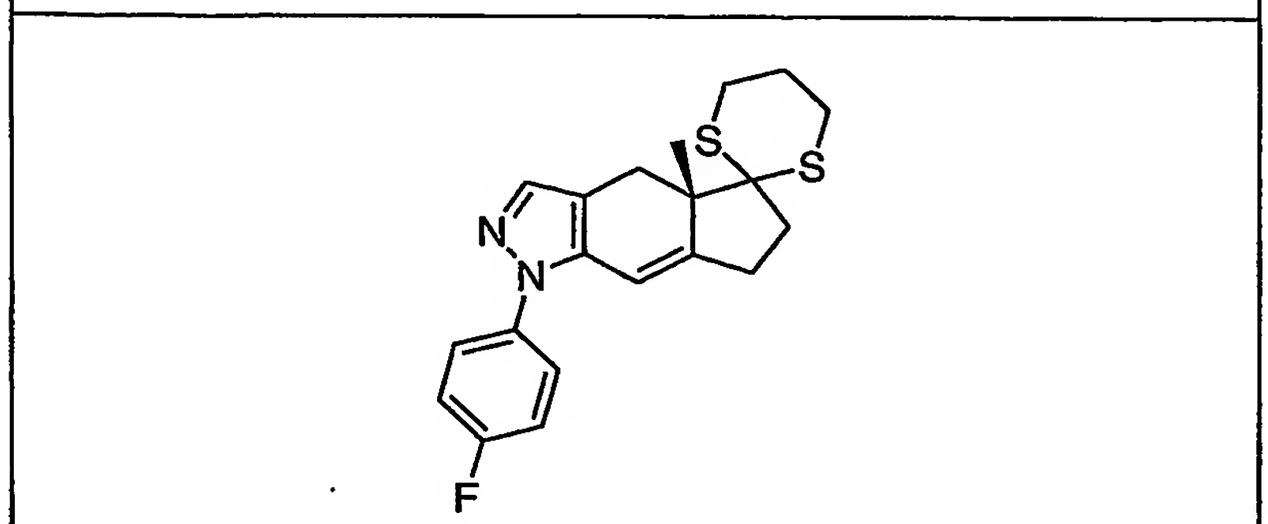


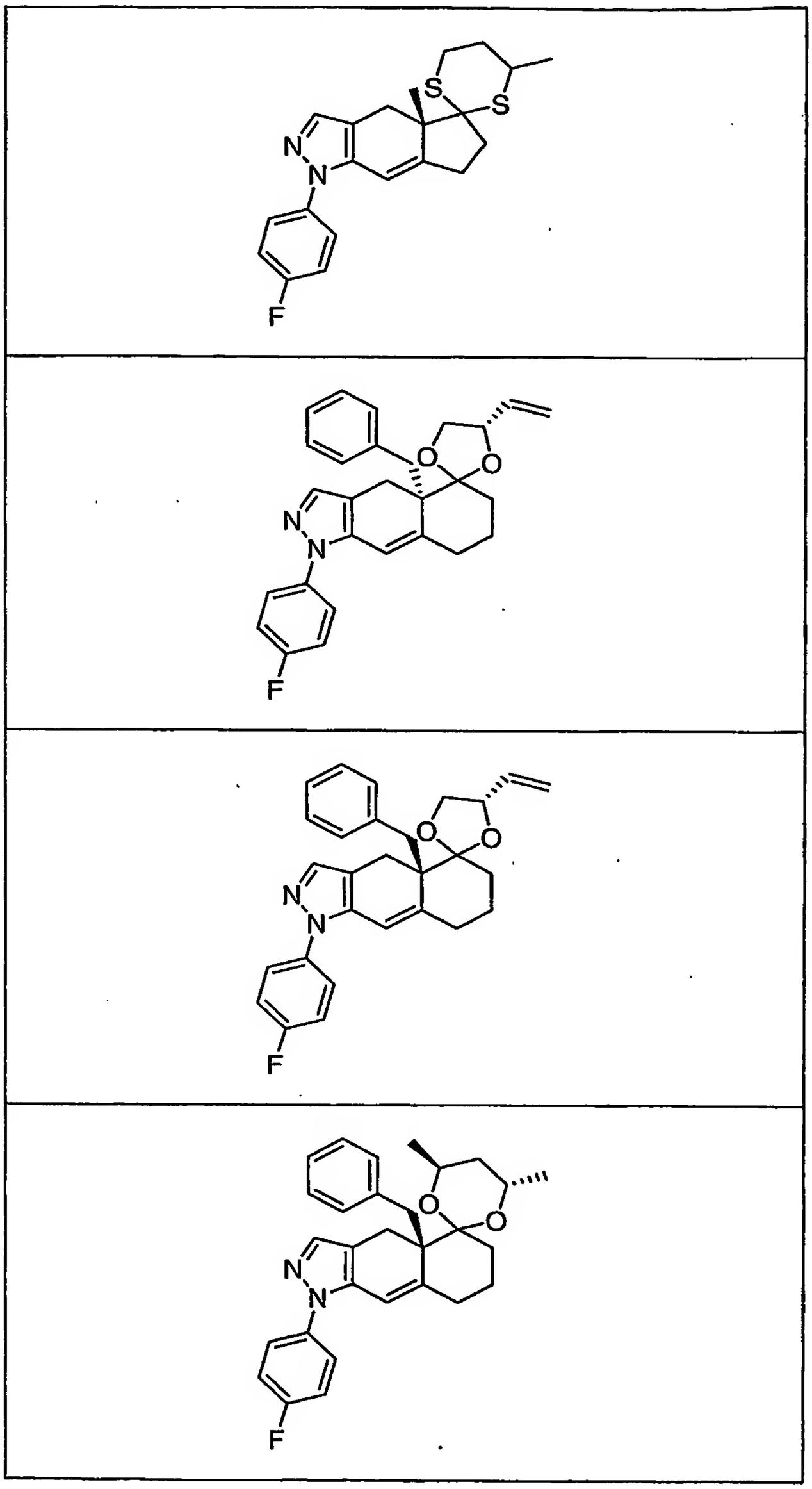


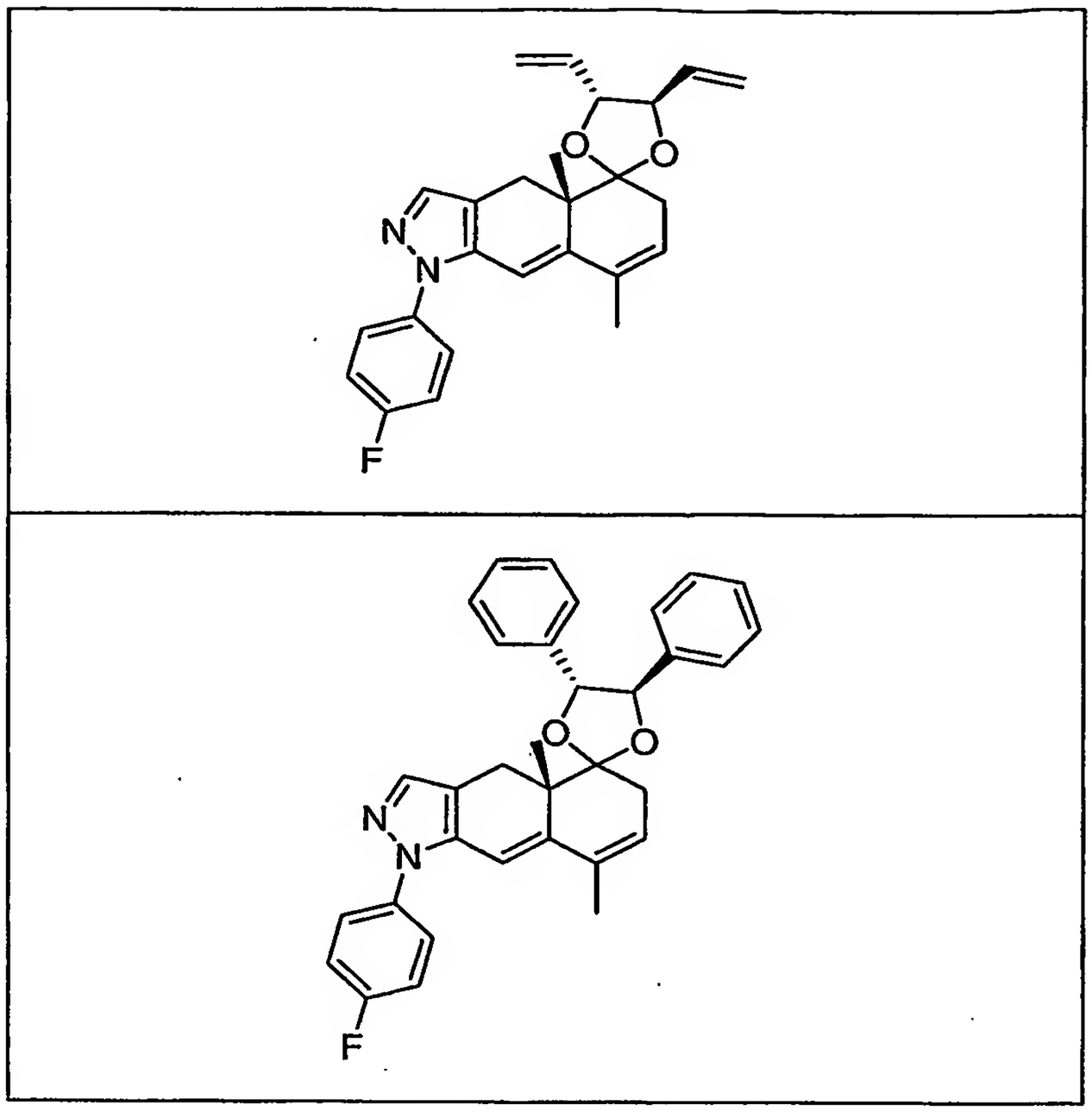


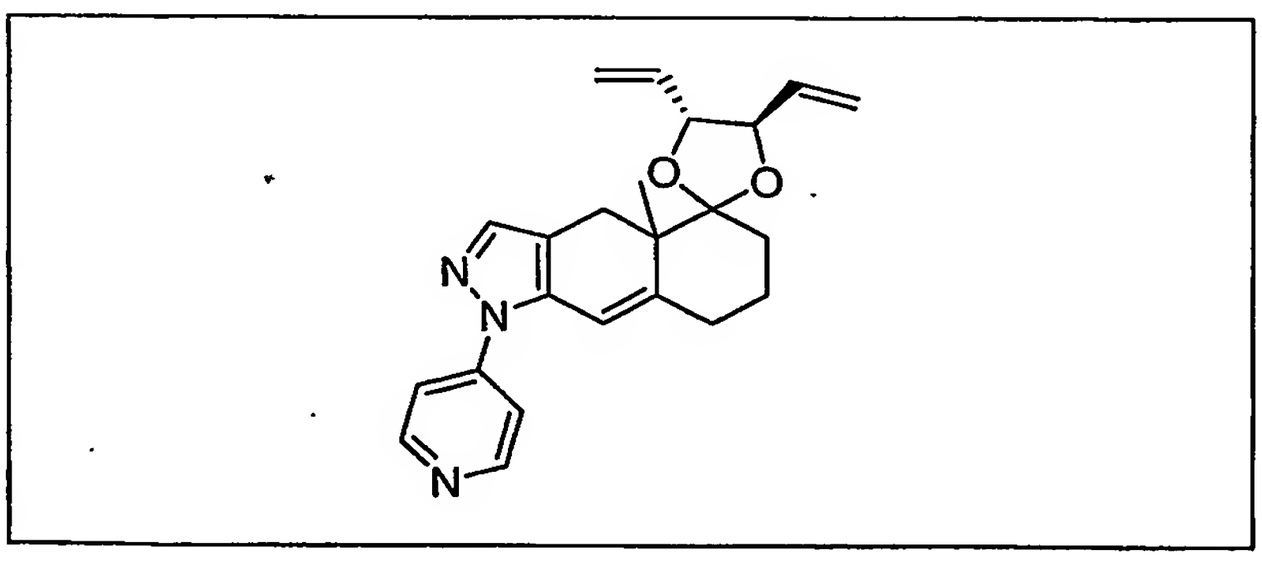


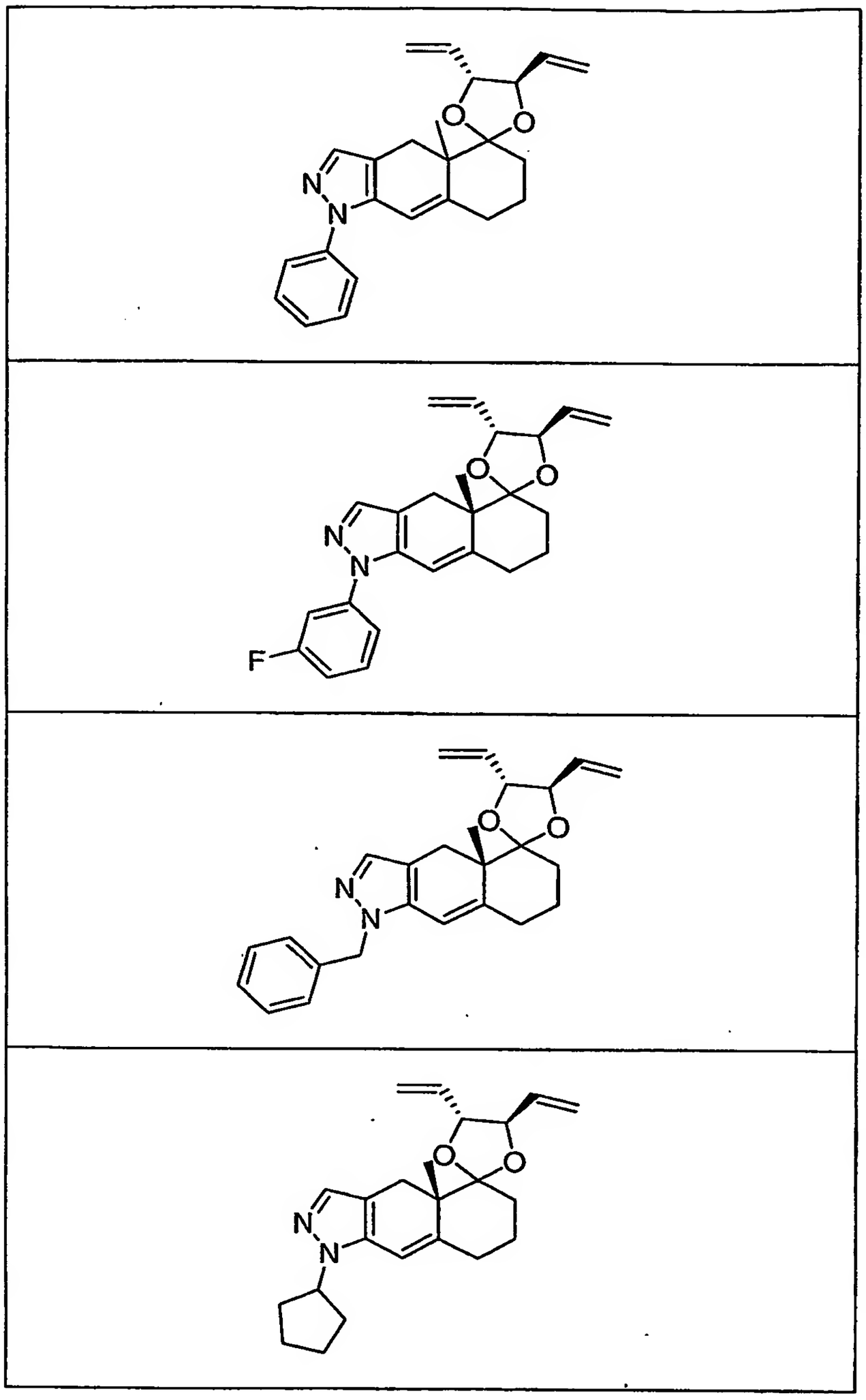


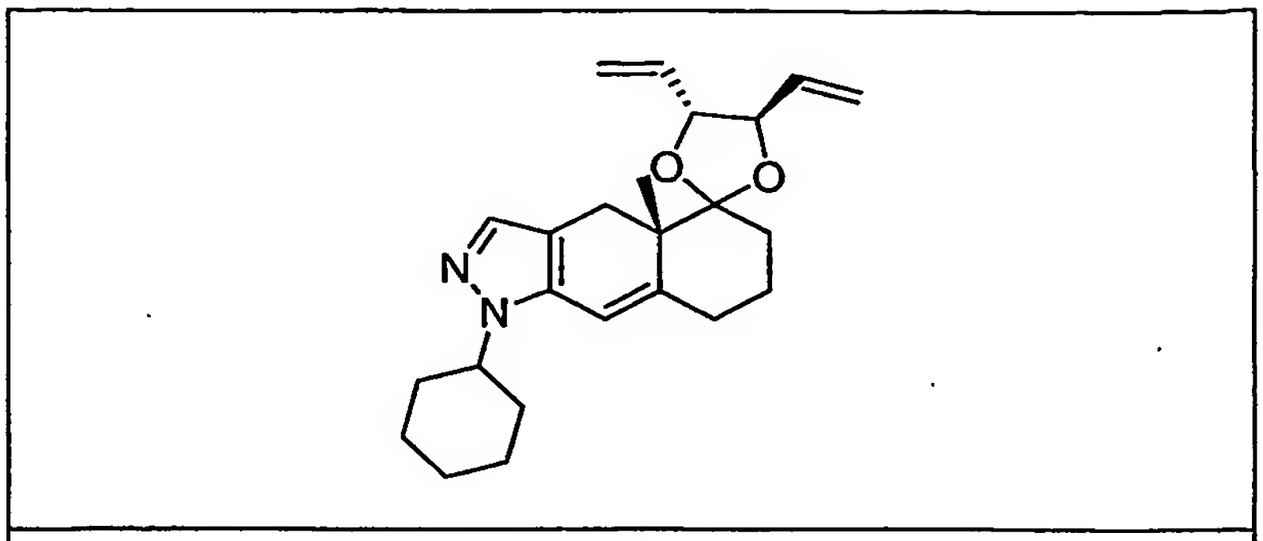


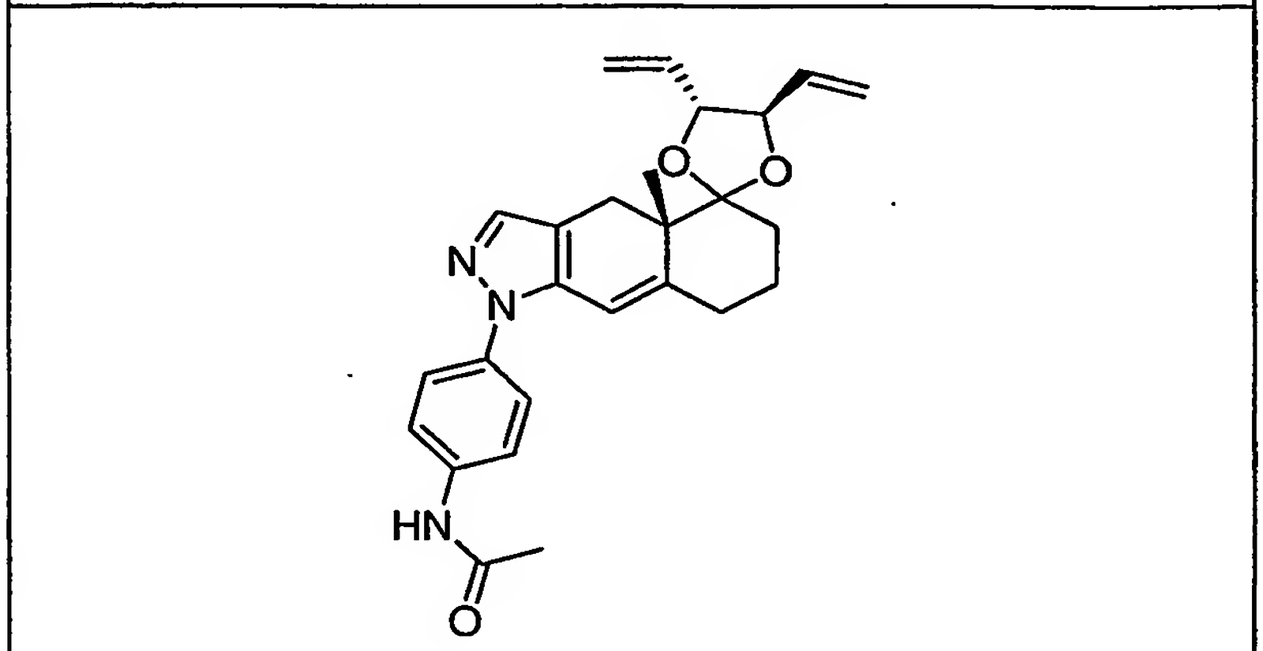


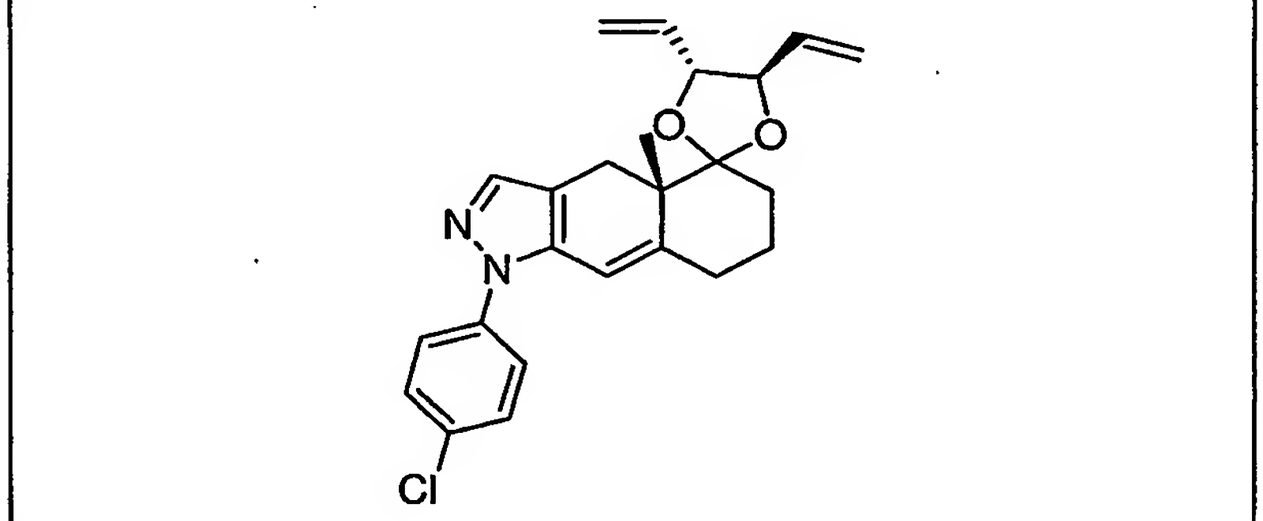


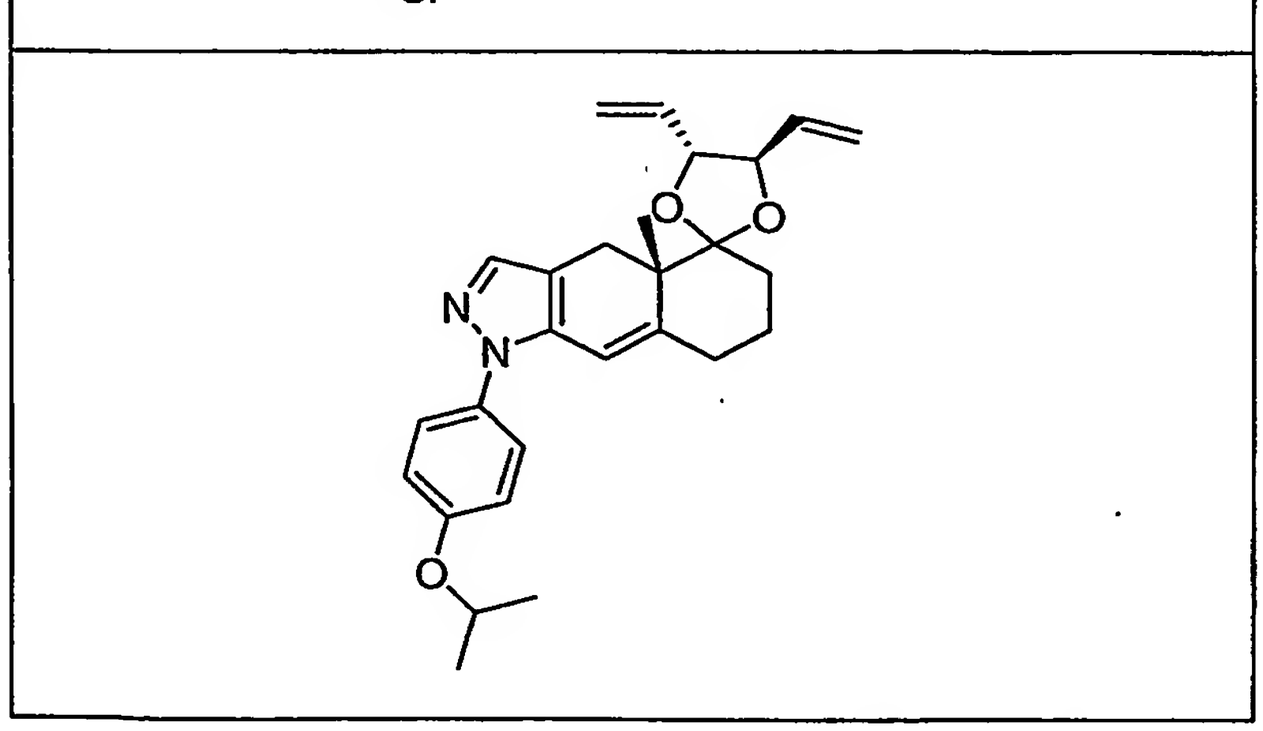


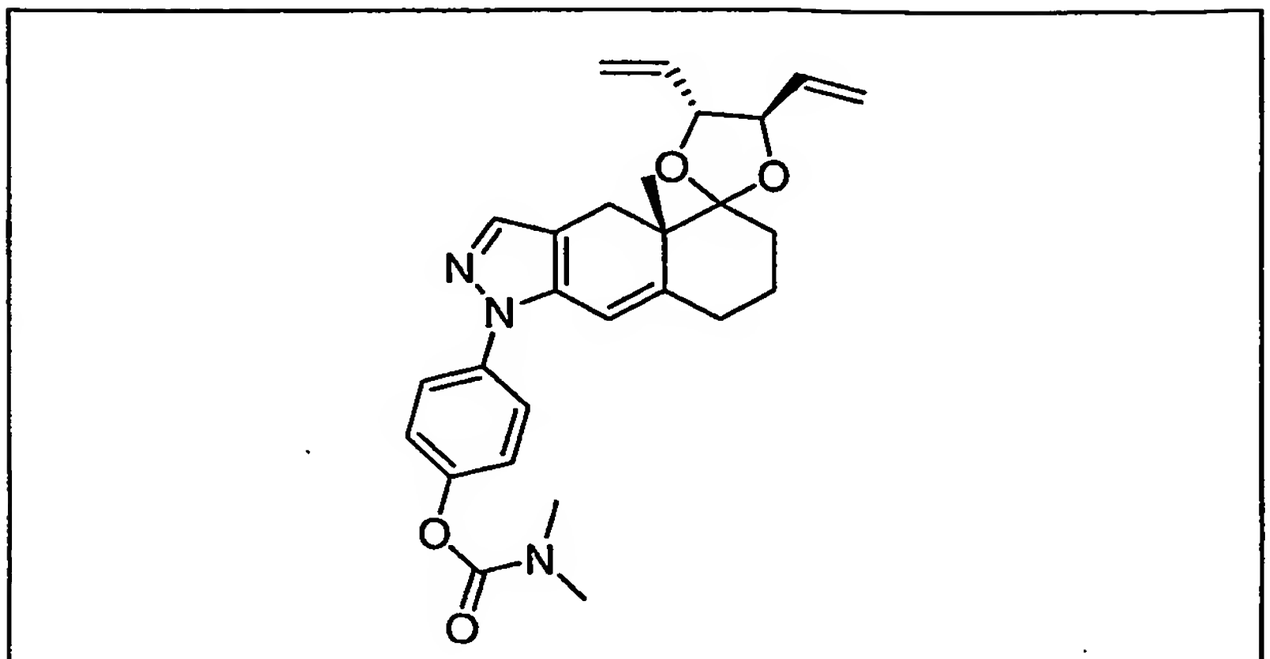


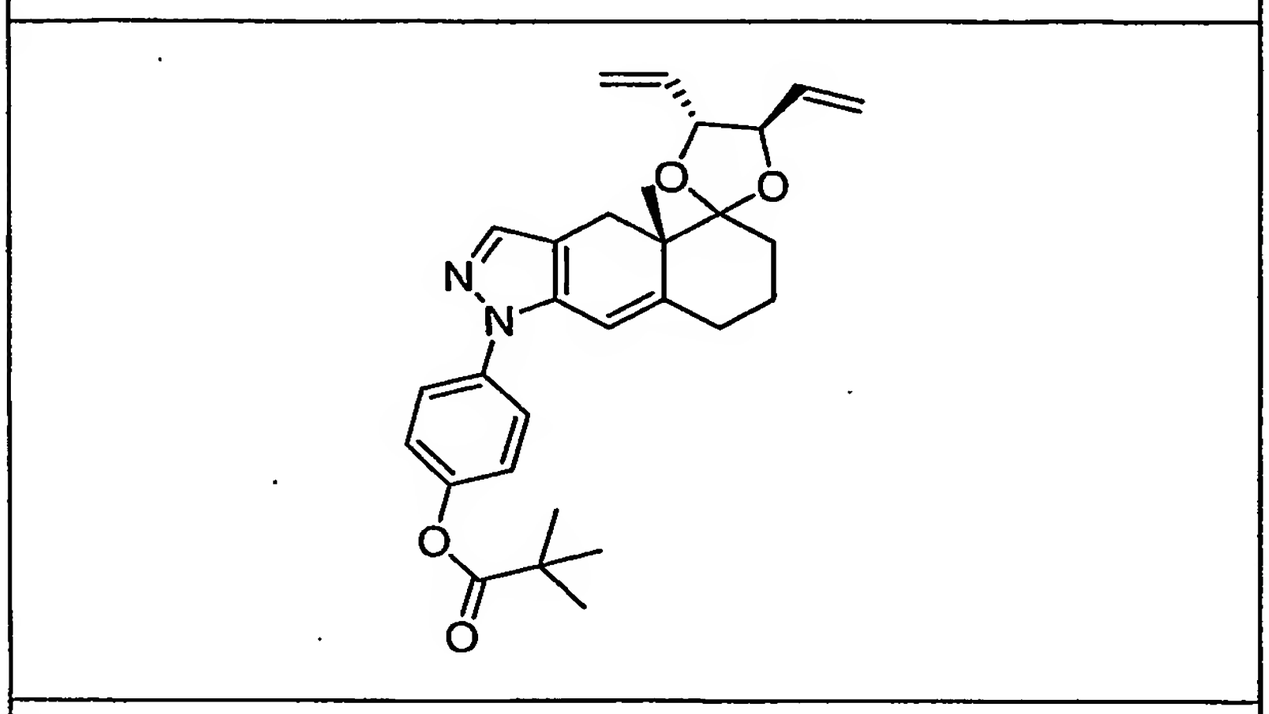


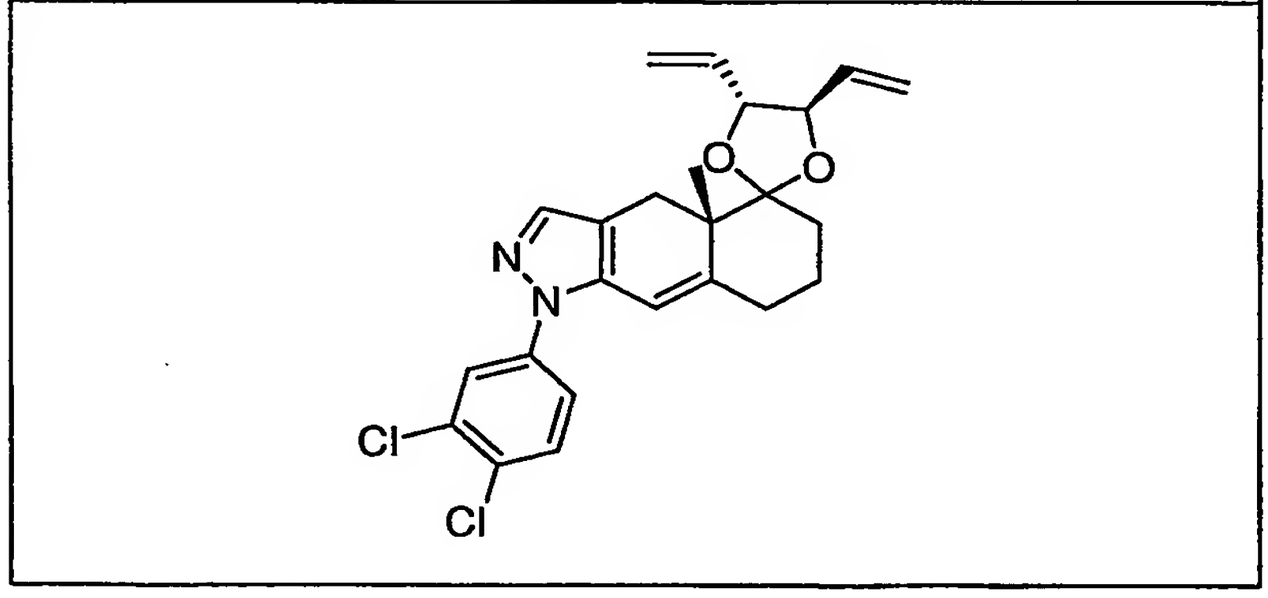


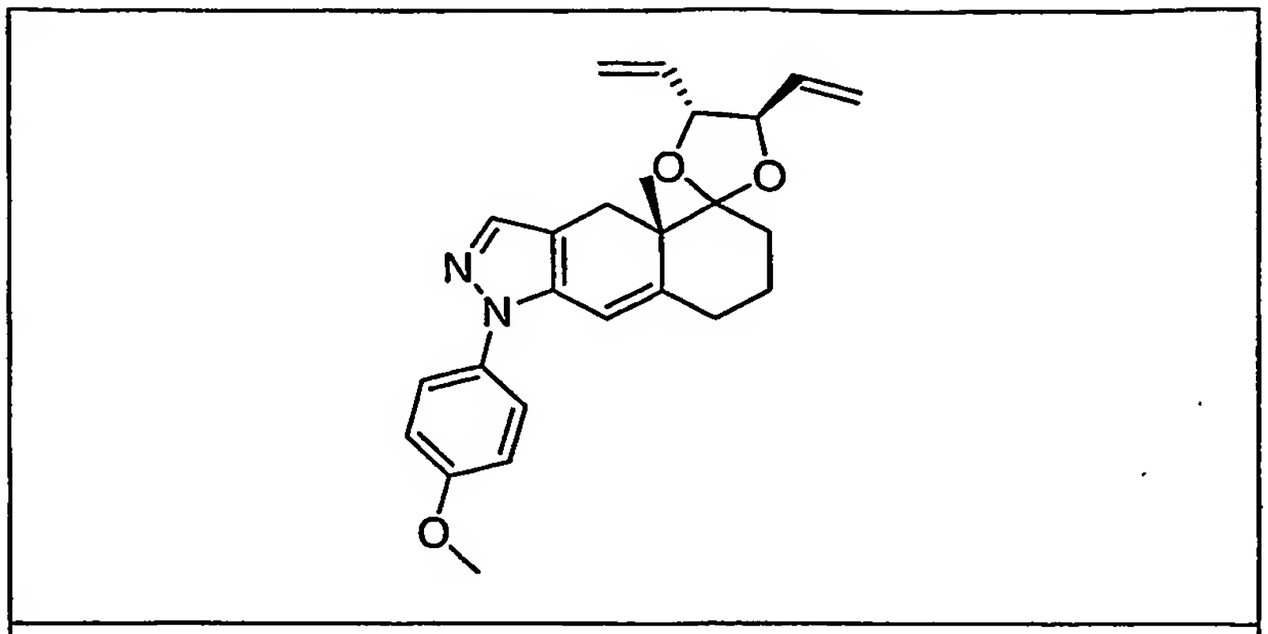


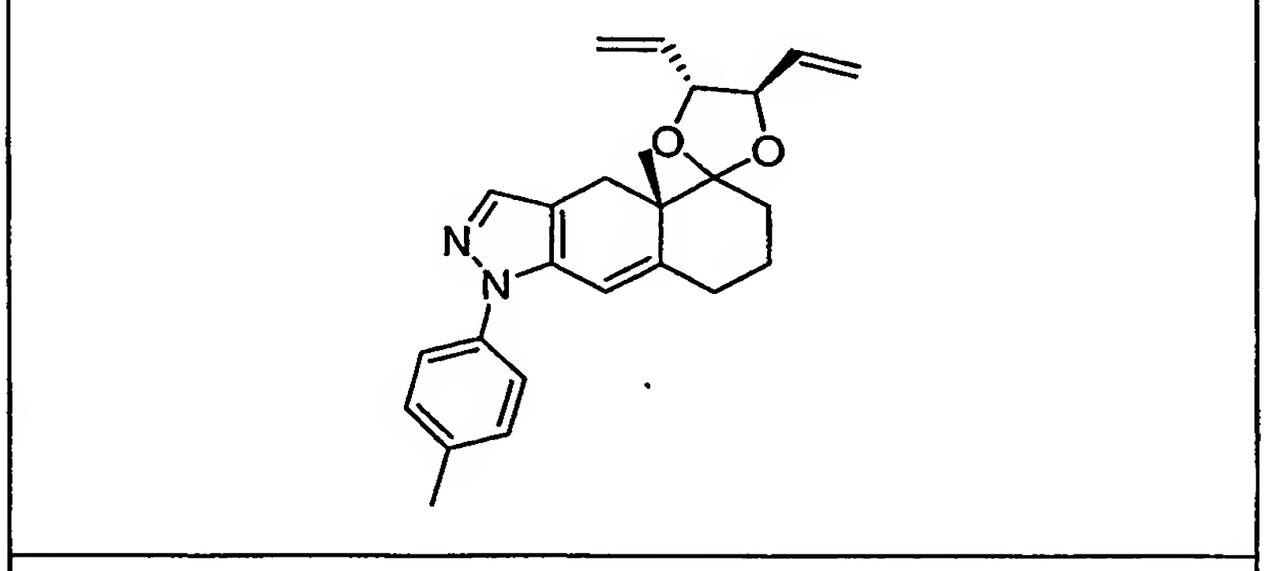


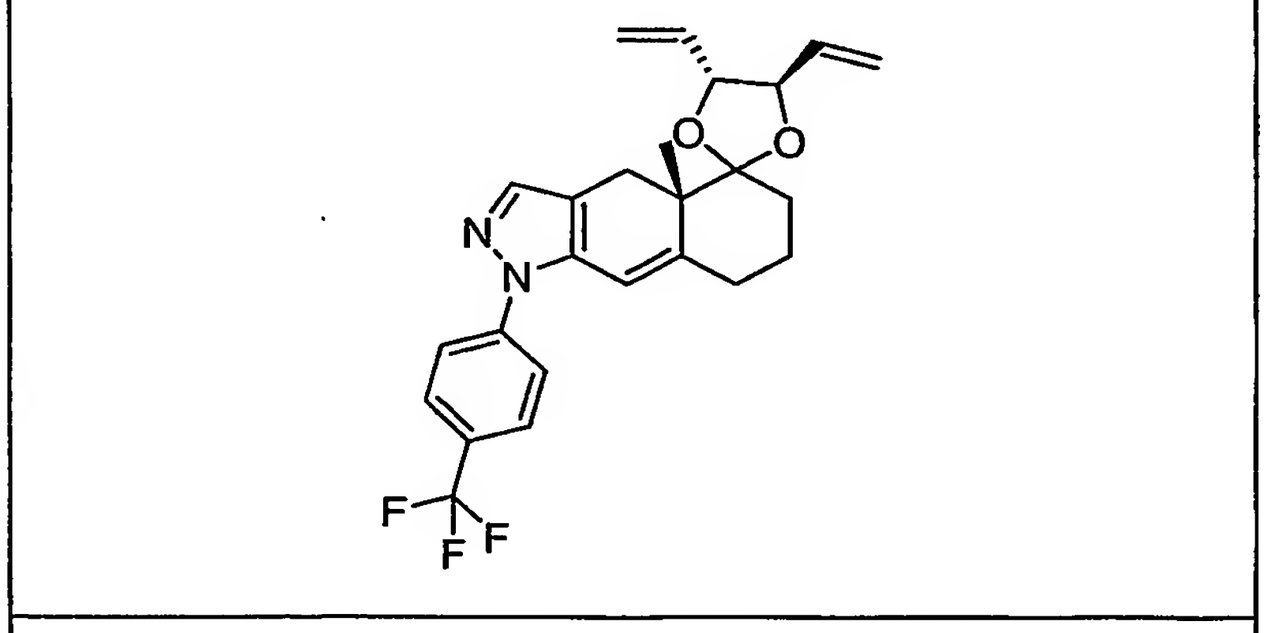


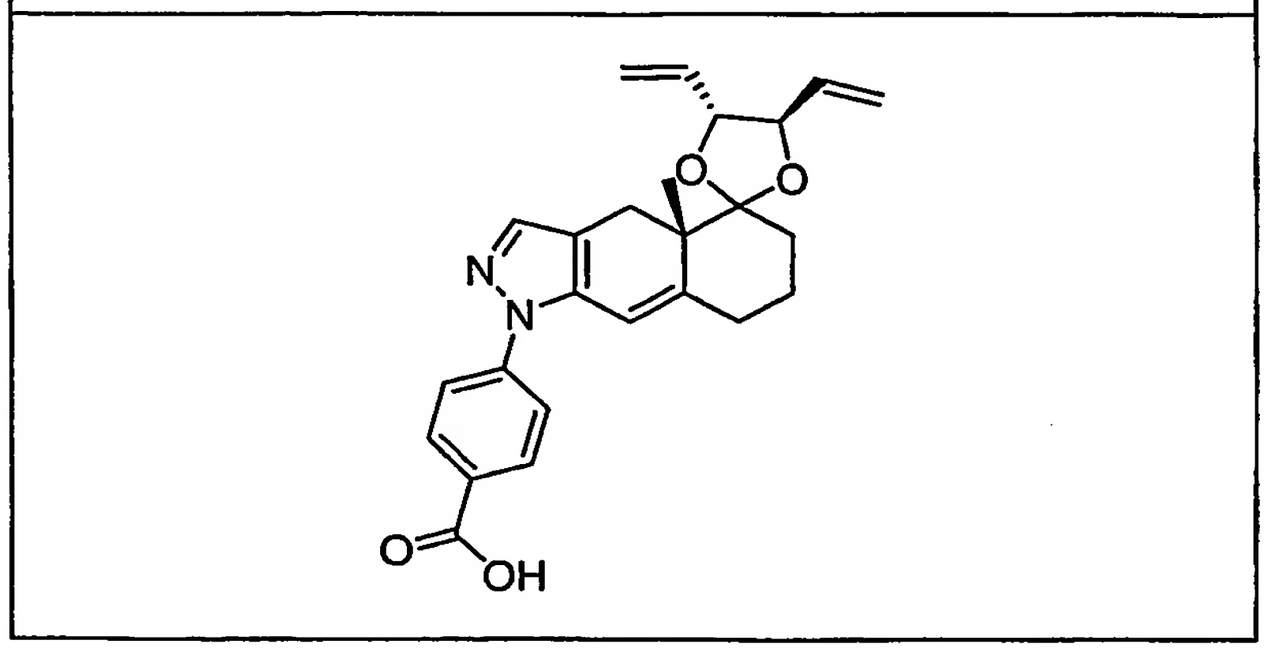












22. A pharmaceutical composition comprising a compound according to claim 1 in combination with a pharmaceutically acceptable carrier.

23. A method for treating a glucocorticoid receptor mediated disease or condition in a mammalian patient in need of such treatment comprising administering the patient a compound according to claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.

24. The method according to claim 1 wherein the glucocorticoid receptor mediated disease or condition is selected from the group consisting of: tissue rejection, leukemias, lymphomas, Cushing's syndrome, acute adrenal insufficiency, congenital adrenal hyperplasia, rheumatic fever, polyarteritis nodosa, granulomatous polyarteritis, inhibition of myeloid cell lines, immune proliferation/apoptosis, HPA axis suppression and regulation, hypercortisolemia, stroke and spinal cord injury, hypercalcemia, hypergylcemia, acute adrenal insufficiency, chronic primary adrenal insufficiency, secondary adrenal insufficiency, congenital adrenal hyperplasia, cerebral edema, thrombocytopenia, Little's syndrome, obesity, metabolic syndrome, inflammatory bowel disease, systemic lupus erythematosus, polyartitis nodosa, Wegener's granulomatosis, giant cell arteritis, rheumatoid arthritis, juvenile rheumatoid arthritis, uveitis, hay fever, allergic rhinitis, urticaria, angioneurotic edema, chronic obstructive pulmonary disease, asthma, tendonitis, bursitis, Crohn's disease, ulcerative colitis, autoimmune chronic active hepatitis, organ transplantation, hepatitis, cirrhosis, inflammatory scalp alopecia, panniculitis, psoriasis, discoid lupus erythematosus, inflamed cysts, atopic dermatitis, pyoderma gangrenosum, pemphigus vulgaris, buflous pemphigoid, systemic lupus erythematosus, dermatomyositis, herpes gestationis, eosinophilic fasciitis, relapsing polychondritis, inflammatory vasculitis, sarcoidosis, Sweet's disease, type I reactive leprosy, capillary hemangiomas, contact dermatitis, atopic dermatitis, lichen planus, exfoliative dermatitus, erythema nodosum, acne, hirsutism, toxic epidermal necrolysis, erythema multiform, cutaneous T-cell lymphoma, Human Immunodeficiency Virus (HIV), cell apoptosis, cancer, Kaposi's sarcoma, retinitis pigmentosa, cognitive performance, memory and learning enhancement, depression, addiction, mood disorders, chronic fatigue syndrome, schizophrenia, sleep disorders, and anxiety.

25. The method according to Claim 1 wherein the glucocorticoid receptor mediated disease or condition is selected from the group consisting of: tissue rejection, Cushing's syndrome, inflammatory bowel disease, systemic lupus erythematosus, rheumatoid arthritis, juvenile rheumatoid arthritis, hay fever, allergic rhinitis, asthma, organ transplantation, inflammatory scalp alopecia, psoriasis, discoid lupus erythematosus, and depression.

26. A method of selectively modulating the activation, repression, agonism and antagonism effects of the glucocorticoid receptor in a mammal comprising administering to the mammal a compound according to Claim 1 in an amount that is effective to modulate the glucocorticoid receptor.

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27. A method of partially or fully antagonizing, repressing agonizing or modulating the glucocorticoid receptor in a mammal comprising administering to the mammal an effective amount of compound according to Claim 1.